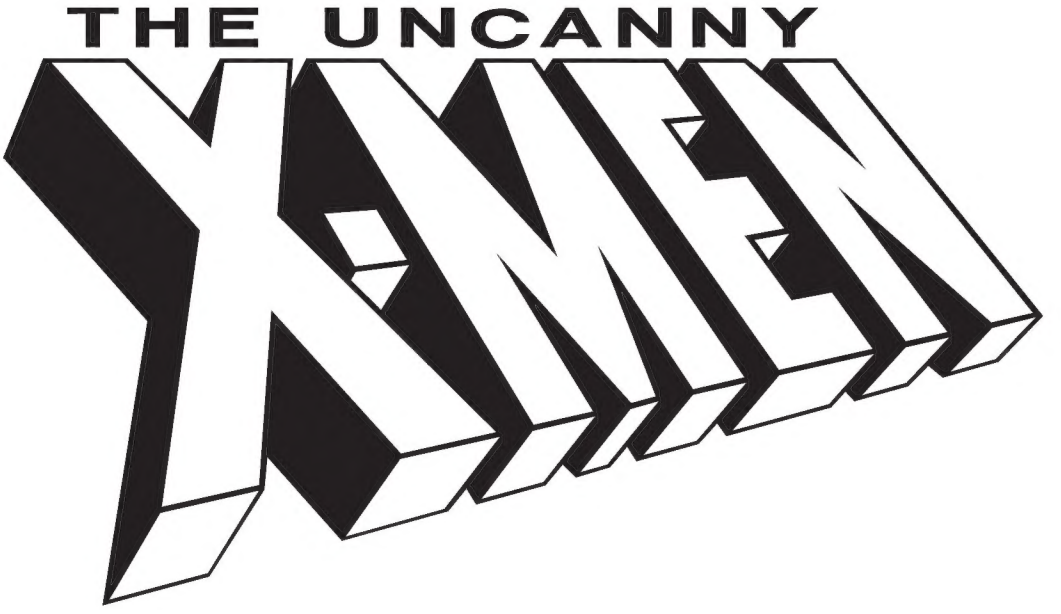
MARVEL

MARVEL MASTERWORKS®
THE UNCANNY X-MEN®
VOLUME 8

THE UNCANNY X-MEN Nos. 160-167
& THE X-MEN ANNUAL No. 6
CHRIS CLAREMONT, DAVE COCKRUM & PAUL SMITH

MARVEL MASTERWORKS

PRESENTS



VOLUME 8

COLLECTING

THE UNCANNY X-MEN Nos. 160-167

& ANNUAL No. 6

CHRIS CLAREMONT

DAVE COCKRUM • PAUL SMITH

Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
SVP of Publishing Sales & Circulation
David Gabriel
SVP of Brand Planning & Communications
Michael Pasciullo
Digital Manager/Production
Tim Smith 3
Digital Production
Jackeline Tejada
Editor in Chief
C.B. Cebulski
Chief Creative Officer
Joe Quesada
President
Dan Buckley
Executive Producer
Alan Fine

© 2019 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

MARVEL MASTERWORKS
CREDITS

THE
UNCANNY X-MEN
Nos. 160-167 & ANNUAL No. 6

Writer: Chris Claremont

Pencilers: Dave Cockrum (Nos. 161-164)
Paul Smith (Nos. 165-167)
Brent Anderson (No. 160)
Bob Wiacek (Nos. 163, 164)
Bill Sienkiewicz (Annual No. 6)

Inker: Bob Wiacek

Letterers: Tom Orzechowski (Nos. 160-162, 165-167, Annual No. 6)
Joe Rosen (Nos. 163, 164)

Editor: Louise Simonson

Color & Art Reconstruction: Tom Mullin

Special Thanks: Ralph Macchio

MARVEL MASTERWORKS
CONTENTS

Introduction by Louise Simonson

The Uncanny X-Men #160, August 1982
"Chutes and Ladders!"

The Uncanny X-Men #161, September 1982
"Gold Rush!"

The Uncanny X-Men #162, October 1982
"Beyond the Farthest Star"

The Uncanny X-Men #163, November 1982
"Rescue Mission"

The Uncanny X-Men #164, December 1982
"Binary Star!"

The Uncanny X-Men #165, January 1983
"Transfigurations!"

The Uncanny X-Men #166, February 1983
"Live Free or Die!"

The Uncanny X-Men #167, March 1983
"The Goldilocks Syndrome! (Or: 'Who's Been Sleeping in My Head?')"

The Uncanny X-Men Annual #6, 1982
"Blood Feud!"

INTRODUCTION
BY LOUISE SIMONSON

The essence of Chris Claremont's *X-Men* run was character and conflict, with the emphasis on character. The issues reprinted here contain some of the X-Men's most memorable friends and foes and feature the ongoing battle involving the X-Men, the Shi'ar empire, and the evil alien Brood—a perfect, rollicking space-opera adventure.

First, a little backstory, just to catch you up.

As we begin this volume, Professor Xavier, founder of the X-Men, is the consort of the benevolent alien Shi'ar empress, Lilandra. Lilandra's evil sister, Deathbird, has allied herself with the alien Brood, in return for their promise to cede her Lilandra's throne. Lilandra's Shi'ar engineers are in the process of rebuilding the recently destroyed X-Mansion with state-of-the-art Shi'ar technology.

Complicating these events is the appearance of Christopher Summers. Carried off by aliens long ago, Christopher reinvented himself as Corsair, leader of the group of space pirates known as the Starjammers. Now he has returned to seek out his son, Scott, also known as the X-Man, Cyclops.

Distraught over the death of Jean Grey, Cyclops has resigned his leadership of the X-Men. Storm is now in charge. The other members of the team are Wolverine, Colossus, Nightcrawler, and thirteen-year-old Kitty Pryde.

In the preceding issues, Deathbird convinced the Brood that the X-Men, with their mutant powers, would make perfect hosts for transmutation into Brood queens. Brood warriors, led by Deathbird, attacked the X-Men, capturing Lilandra, Xavier and Colossus. But the X-Men and the Starjammers sped to the rescue, freed the captives, and badly damaged the Brood's living starship.

Colossus recovered, but Xavier remained in a coma.

The X-Men returned from space to the island in the Bermuda Triangle that had once been the headquarters of their arch-foe, Magneto. There another X-Men ally, Carol Danvers, formerly Ms. Marvel, was waiting. Carol had had a difficult past. A "freak accident" gave her both human and alien Kree DNA, and a recent encounter with the mutant Rogue had suppressed her powers, maybe forever.

It is on this island in the Caribbean that the climax of the epic Brood Saga begins.

If there is a theme to these *Uncanny X-Men* issues, it is transformation. This idea runs through all of Chris's work, like a repeated melody, and is one of the things that has made his X-Men stories so effective, affecting, and impossible to ignore. In part, it is this theme that has catapulted his characters into public consciousness beyond the pages of comics and onto television and movie screens around the world.

Use any definition of transformation—linguistic, mathematic, genetic—and Chris's long run has touched on it. Back in the 1980s, readers dared not look away for a single issue, lest they miss a character's dramatic change in form or appearance or the metamorphosis of a character's soul. In part, because of this, *Uncanny X-Men* was the best selling comic in America. I was lucky enough to be its editor.

The beginning of the Illyana/Magik cycle is a prime example of how swiftly the X-Men *status quo* could change.

In one single issue, *X-Men* #160, Chris sends Colossus's five-year-old sister, Illyana Rasputin, into a magical, demon-infested dimension called Limbo, where "time is different." The X-Men charge to the rescue, and Illyana emerges as the teenage sorceress, Magik. This event sets up the four-issue *Magik* mini-series and creates one of the most popular New Mutant characters ever.

Back in the early '80s, Jim Shooter was Marvel's editor-in-chief. I guess, by now, everyone knows that Jim had very strong ideas about what made a good comic book story. It was nothing controversial. He figured every issue was somebody's first, so he demanded that the characters be named early on, and that their powers, relationships and status quos clearly established. He wanted each protagonist to have a clear need and a clear conflict, be it "man against man, man against nature, or man against himself." Each issue required a resolution, within the context of the comic that would enhance the larger, continuing story arc.

Then, and only then, if we writers and editors felt it was really necessary, we could throw in a teaser that would hint at next issue's conflict.

Luckily, Chris and I generally agreed with Jim's requirements. In fact, all these were things that Chris did naturally. It was amazing how effortless Chris made it all seem, considering the number of characters he was juggling, the density of events, and the storms of emotion he crammed into every *X-Men* issue. Back in the day, the X-Men stories were the complete opposite of decompressed.

None of us realized at the time that we were creating comics with infinite reprint potential. We were just trying to tell the best stories we could think of, and get them out on a monthly basis. The dramatic captions and thought balloons—out of favor, now, in some circles—were a part of that. They were there to explain, to establish facts, to infuse scenes with drama and enhanced the readers overall experience. We had twenty-two pages every month to get the story told, and for the most part, we managed.

Uncanny X-Men #161 opens with Charles Xavier in a coma, from which he may not emerge. He dreams of the events that compelled him and his arch-nemesis, Magneto, to transform themselves into defenders of mutantkind, and shows how their very different pasts drove them to different solutions. Here we see the beginnings of the Xavier-Magneto conflict: Professor X, as founder of the heroic X-Men, and Magneto—who believes the only safety for mutantkind is domination of the Earth. In this issue, Chris enlarges on the backstory at the heart of the Xavier-Magneto relationship, one that forms the basis for Magneto's portrayal for the next thirty years, in the comics, on TV animation, and in the movies. The issue ends with the usual next issue teaser—as Deathbird, once more betrays her sister, Lilandra, and the X-Men to the Brood.

One of the most enjoyable things about the next issue, *X-Men* #162, is that Wolverine tells the story in his own unique voice. He awakens in the main Brood city, which has been constructed amid the skeletal remains of a gigantic whale-like space-farer whom the Brood captured long ago, turned into a living starship, then crashed on the planet when its usefulness was at an end. The X-Men have been infected with queen eggs, but have no memory of the harrowing experience. Luckily Wolverine's healing factor activates, destroying the Brood embryo, and preventing his transmutation.

Now Wolverine, alone, is aware of what has happened to them. He knows the Brood are parasitic creatures who implant their eggs into the bodies of other species, in order to exploit their hosts' genetic material. He knows, too, that, after a time, the embryos will force their hosts to transform into Brood-monsters. And so Wolverine—being Wolvie—decides he must save the others…or kill them.

Jim hated the idea that Wolverine may have killed anyone. Ever. In Jim's universe, heroes just didn't do that. But, though we never made that overt, Wolvie did have those claws and he definitely knew how to use them. Jim was constantly after us to include a scene in which Professor Xavier wrote out checks to the all folks Wolvie had skewered, to compensate them for their injuries. Since those injured (or dead!) were all really bad guys, Chris and I put off doing that scene, again and again, and managed to avoid including it indefinitely.

But, in most ways, our story ideas were compatible with Jim's and we all got along.

Wolvie partially narrates *X-Men #163*. He breaks into the lab where the others are kept, fights off a batch of Brood "sleazoids"—the X-Men's name for Brood drones—and frees Carol Danvers, who has also been captured, and whose "scent is no longer human." (Neither Carol nor Wolvie knows that the Brood tests have begun to release Carol's amazing potential.) The freed X-Men cope with their confusion, rescue Lilandra, and escape Sleazeworld aboard her yacht, with the Brood in hot pursuit. Meanwhile, Corsair and the Starjammers drop Illyana and the recovering Professor Xavier off at the rebuilt X-Mansion, then blast off for space, to rescue the kidnapped X-Men.

In *X-Men #164*, Wolverine finally tells the rest of the X-Men that they're infected by Brood embryos and in imminent danger of becoming Brood themselves. That was cool. But the real, can't-miss moment of the issue is the transformation of Carol Danvers, as she manifests as Binary, a living white star, "linked body and soul with a white hole, with access to its virtually limitless power," her energy source "the primal fabric of a universe." (As Chris would say, "Not too shabby!") In her rage, Binary blasts through the wall of Lilandra's yacht, into space. Can you say—explosive decompression?

X-Men #164 was Dave Cockrum's last issue. He left X-Men to write and draw *The Futurians*, the tale of eight genetically engineered super-powered humans, for Epic, Marvel's new, mostly creator-owned graphic novel imprint. And we had to find a new artist.

The next issue, *X-Men* #165, was drawn by a relative newcomer, at least to comics.

Initially, Paul Smith had been an animator—among other projects, he had worked on Ralph Bakshi's *The Lord of the Rings* animated feature. But he'd tired of doing anonymous work. He wanted a project that would be his to control artistically, that would have his name attached—one where he could make his mark. At that time, *Uncanny X-Men* was the best-selling comic book in America. The ten issues of X-Men that Paul completed—#165-#170 and #172-#175—gave him that opportunity and sealed his reputation as a premier comic book artist. From the beginning, Chris and I knew how lucky we were to have him.

Paul's first issue, X-Men #165, opens on Lilandra's yacht, as the X-Men deal with the effects of explosive decompression. It moves on to Storm, who is in a moral quandary about ending the life of the Brood embryo that has infected her. On Earth, Xavier, believing the X-Men to be dead, faces a difficult decision about whether to train any more young mutants. Meanwhile, back in space, the distraught Kitty and Peter declare their love for each other, though both know Kitty is too young to be involved with him. And finally, we have Storm's innovative, cosmic, and…yes, transformative…solution, as she bonds with and becomes a free infant Acanti starcruiser. The giant baby swallows up Lilandra's yacht, while Storm experiments with her astral body, pulling images out of time, until she finally is able to reconnect with the X-Men.

That's a lot to ask a new artist to draw! It can't have been easy for Paul to jump into the middle of a multi-issue space epic featuring a large cast of established characters, but he accomplished it seamlessly, jumping between space opera and soap opera elements with the ease and aplomb of the practiced veteran.

Chris's plots were complex and detailed, covering every aspect of the story, from what the characters were doing and why, to what they were saying, their evolving emotional states, even specifying their clothing. Paul handled it by carefully reading the plot, and then underlining the important actions, the ones he had to show in the panel-to-panel continuity. Using this technique, he broke down and drew each page. And did it beautifully. Thank goodness he was both intelligent and a gifted storyteller.

In the past, Bob Wiacek had inked Dave Cockrum's pages, using feathering and other established techniques learned at Neal Adams' and Dick Giordano's Continuity Studio in New York. This approach worked well on Dave's art, which had its roots in traditional comics. But Paul wanted a more innovative, modern look. He preferred a clean, simple, sensitive line, reminiscent of the outline used in animation. He discussed his preferences with Bob, and right away Bob got it. Working over Paul's pencils, Bob's genius for interpretive line became apparent.

Paul's follow-up issue was the double-sized grand finale to the Brood saga—forty pages of cosmic spectacle, all-out action, and gut-wrenching drama. In a story titled "Live Free or Die!" an enraged Binary attacks and destroys much of the Brood home-city with action so dramatic and clear that Chris left it almost silent. Storm convinces the X-Men, who are still infected, to free the soul of the Acanti prophet—trapped in the skull of the gigantic skeleton crashed on Sleazeworld. If the X-Men die in the attempt, she reasons, at least the Brood embryos will die with them. But if they win, it can mean their salvation.

The task is difficult and requires the intervention of the little purple dragon, which will become the character Lockheed, to save Kitty's life. But, in the end, the Acanti's soul is freed, the X-Men are healed, Storm is restored, the Starjammers arrive to bring the X-Men home, and Sleazeworld is "abruptly removed from the celestial stage." By the Acanti? No doubt. The Starjammers are pirates but they're hero pirates, and heroes don't kill, right?

Wolverine, however, knows that one queen egg is left. And the only possible host is Professor Xavier.

In *X-Men* #167—amusingly titled "The Goldilocks Syndrome (or: 'Who's Been Sleeping in my Head?')"—the X-Men burst into the X-Mansion, surprising the newly formed New Mutants: Sam Guthrie/Cannonball, Rahne Sinclair/Wolfsbane, Roberto da Costa/Sunspot, Danielle Moonstar/Psyche, and Xi'an Coy Manh/Karma. The X-Men don't know about the kids and the kids think the X-Men are dead. So, of course, they fight. The Brood-infected Xavier reveals himself as the monster he has become. The X-Men and New Mutants join forces, and together, they subdue the being who was once Professor Xavier. Xavier, able to fight past the Brood persona for an instant, begs the X-Men to kill him. Wolvie is ready to oblige, but Cyclops takes command—insisting that there has to be another way.

And so there is. The Starjammers' physician is able to clone Professor X a new human body!

The Starjammers are ready to head off into space when—horror of horrors—Professor Xavier announces that Kitty must leave the X-Men to join the more age—appropriate group, the New Mutants.

That's the end of the Brood saga, but not the end of the story. During their space jaunt, Kitty's birthday passed without her even being aware that she's missed it. In the charming short story "A Day Like Any Other," Illyana—soon to become X-Man Kitty Pryde's best friend—gets Kitty to give her a tour of the X-Mansion, while the rest of the X-Men prepare a surprise fourteenth birthday party.

The X-Mansion was a very real place for its readers and this guided tour of the newly transformed X-Mansion is a great addition to this book.

There is yet another delight to be found here—*X-Men Annual* #6. It includes the sequel to *X-Men* #159 as Storm and the X-Men face-off with Dracula and his daughter, Lilith, and features the art of that talented newcomer, Bill Sienkiewicz.

Honestly, it just doesn't get much better than this!

Weezie Thomsen

2011

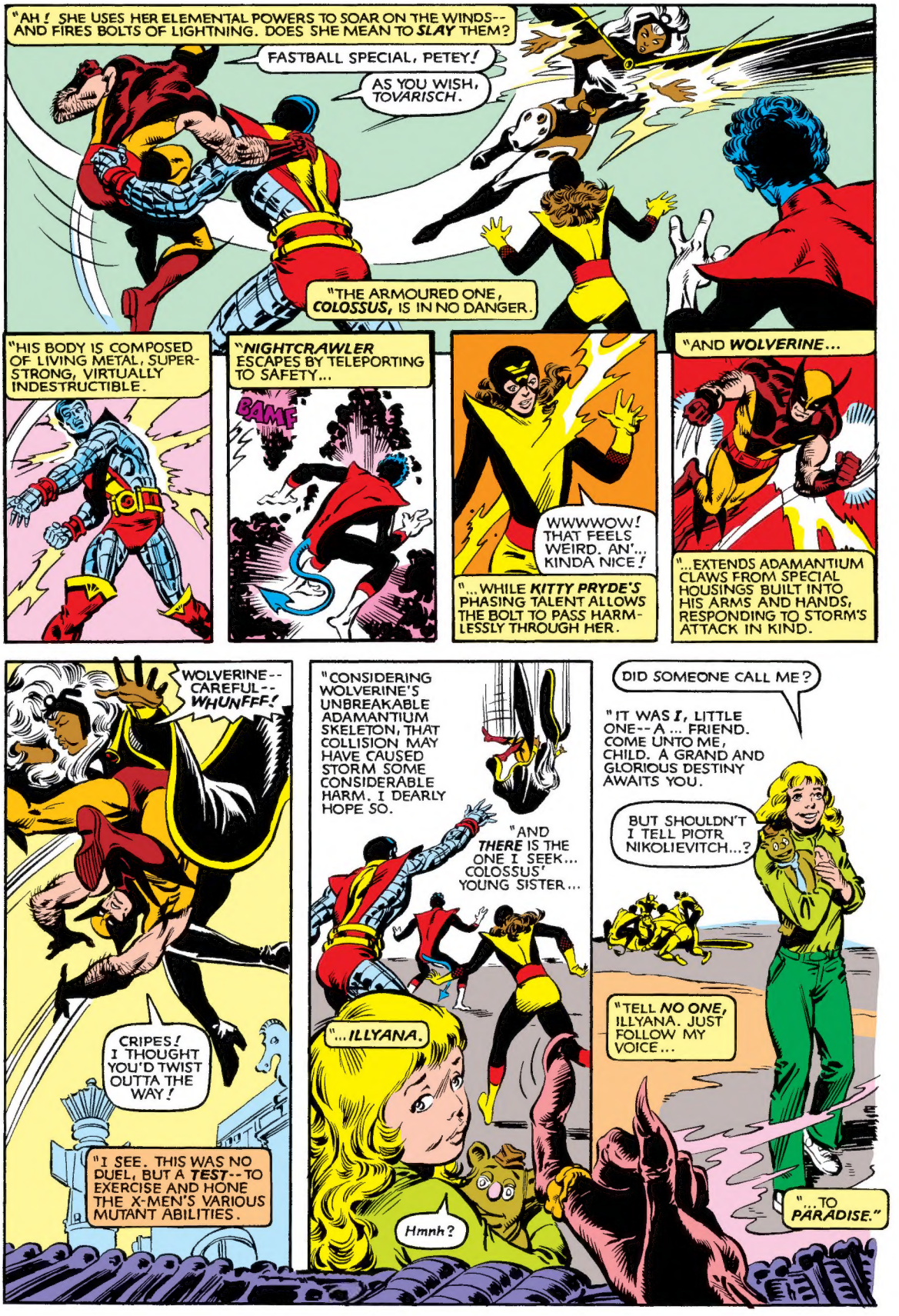
60¢
160
AUG
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM
ANDERSON
WIACEK

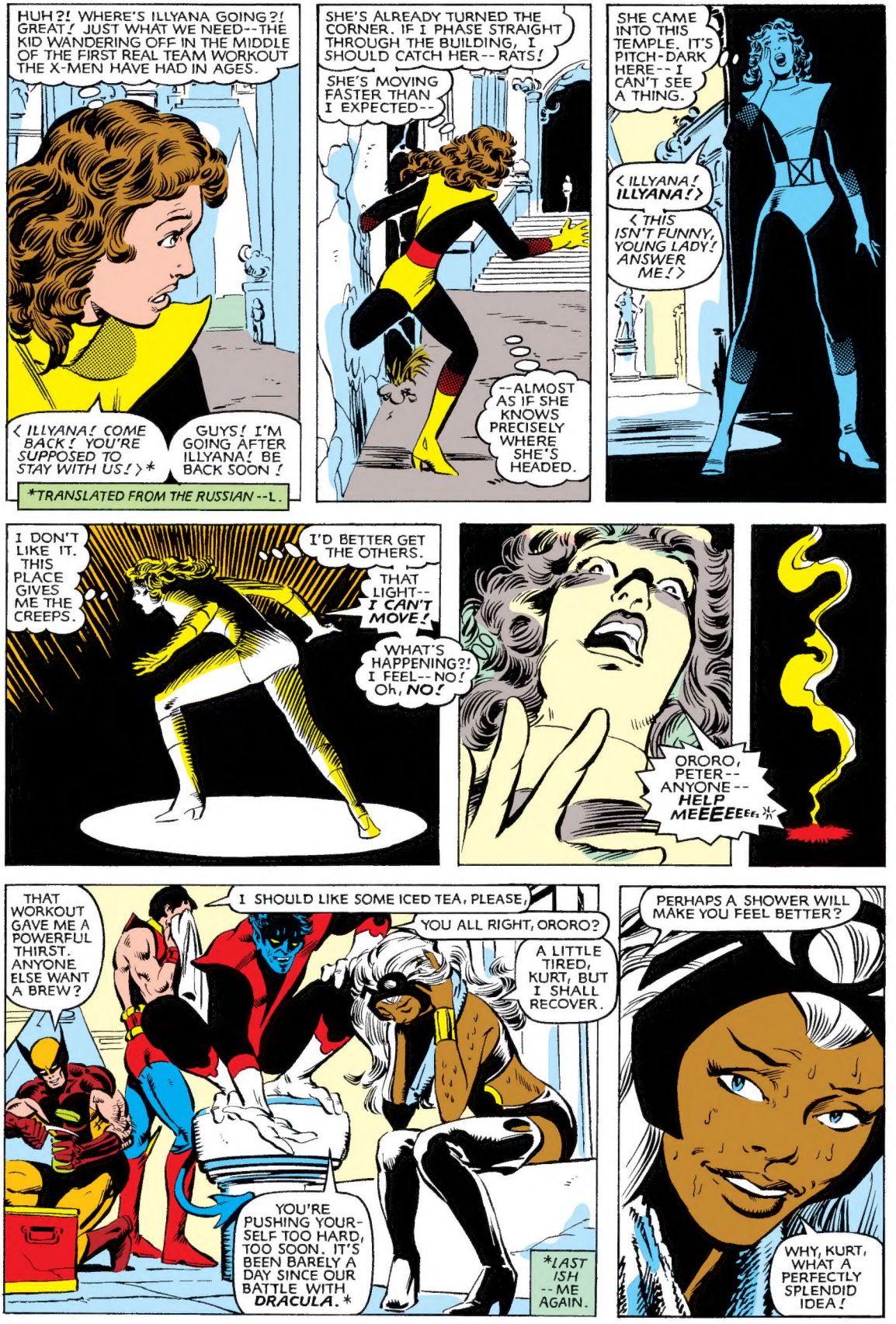
Stan Lee PRESENTS...

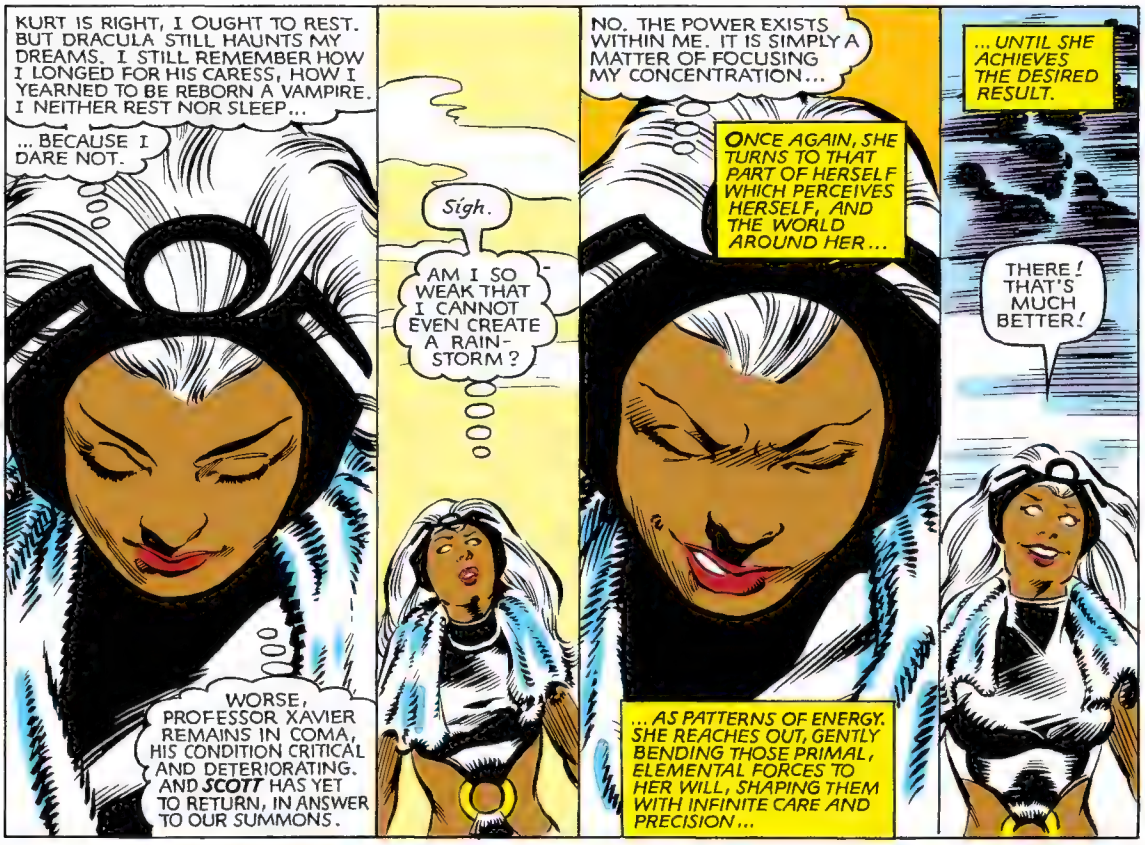
CHUTES AND LADDERS!

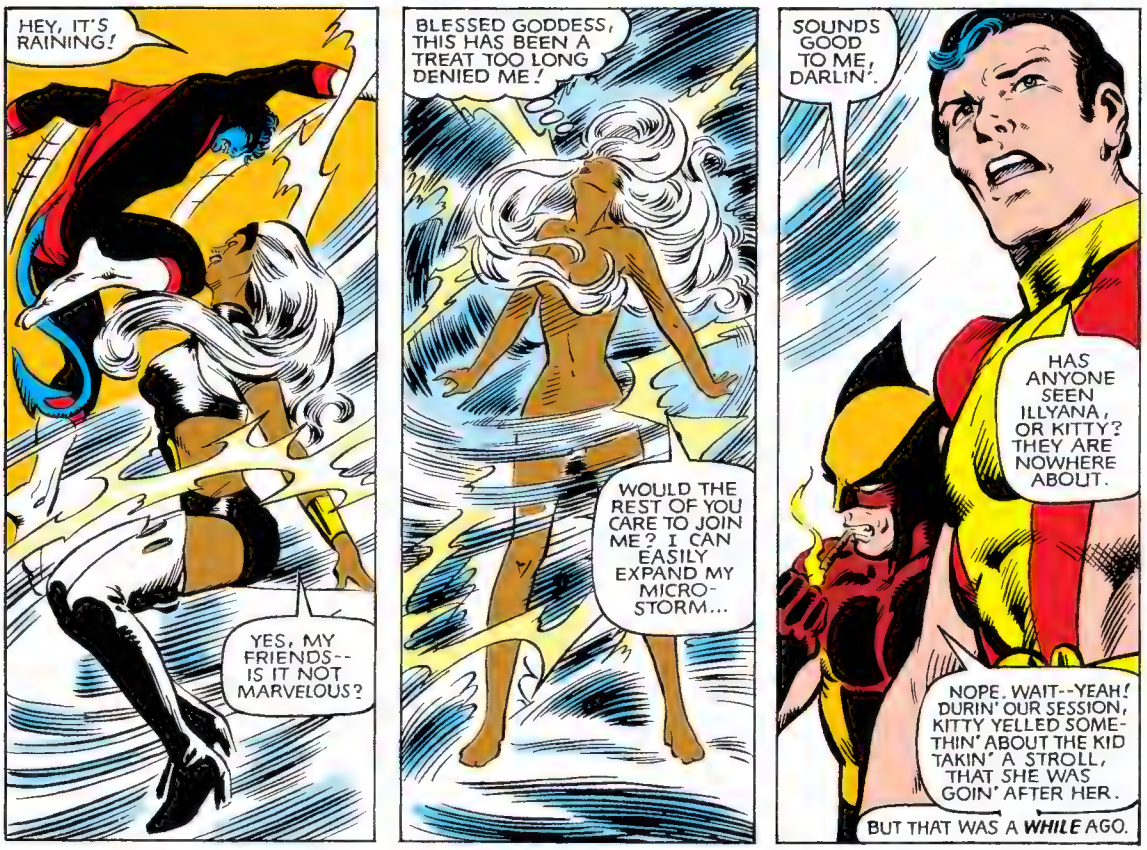
CHRIS CLAREMONT - SCRIPT | BRENT ANDERSON - PENCILS | BOB WIACEK - INKS | TOM ORZECHOWSKI - LETTERS | GLYNIS WIEN - COLORS | LOUISE JONES - EDITOR | JIM SHOOTER - ED-IN-CHIEF

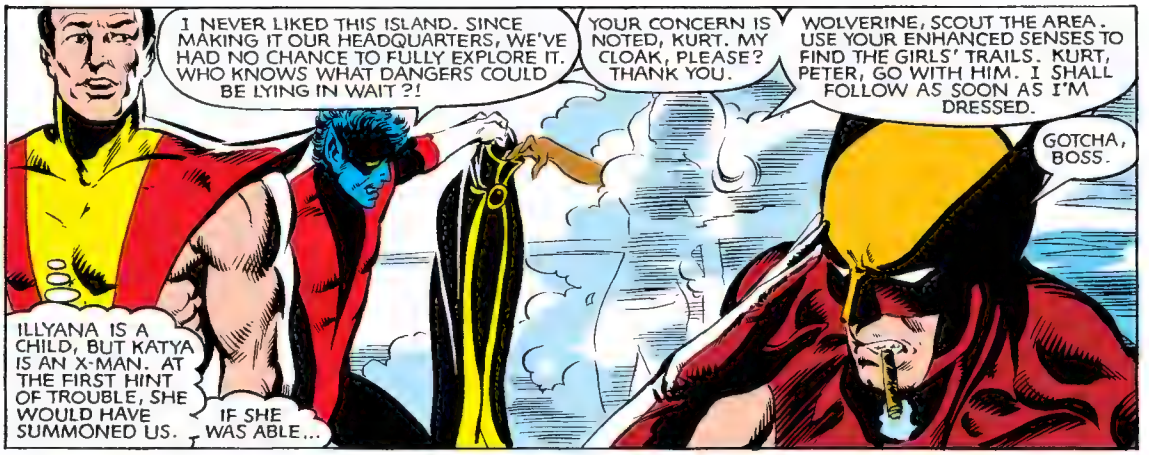
FOR THE UNCANNY X-MEN, HOWEVER, IT ISN'T A GAME.
SOMEWHERE / SOMEWHEN ELSE:
STRANGE -- I THOUGHT THESE MUTANTS WERE ALL FRIENDS, YET THEIR LEADER, STORM, SEEMS TO BE ATTACKING HER COMRADES-IN-ARMS.


"AH! SHE USES HER ELEMENTAL POWERS TO SOAR ON THE WINDS--AND FIRES BOLTS OF LIGHTNING. DOES SHE MEAN TO SLAY THEM?
FASTBALL SPECIAL, PETEY!
AS YOU WISH, TOVARISCH.
"THE ARMOURED ONE, COLOSSUS, IS IN NO DANGER.
"HIS BODY IS COMPOSED OF LIVING METAL, SUPER-STRONG, VIRTUALLY INDESTRUCTIBLE.
"NIGHTCRAWLER ESCAPES BY TELEPORTING TO SAFETY...
BAMF
WWWWOW! THAT FEELS WEIRD. AN'... KINDA NICE!
"...WHILE KITTY PRYDE'S PHASING TALENT ALLOWS THE BOLT TO PASS HARMLESSLY THROUGH HER.
"AND WOLVERINE...
"...EXTENDS ADAMANTIUM CLAWS FROM SPECIAL HOUSINGS BUILT INTO HIS ARMS AND HANDS, RESPONDING TO STORM'S ATTACK IN KIND.
WOLVERINE--CAREFUL--WHUNFFF!
CRIPES! I THOUGHT YOU'D TWIST OUTTA THE WAY!
"I SEE. THIS WAS NO DUEL, BUT A TEST--TO EXERCISE AND HONE THE X-MEN'S VARIOUS MUTANT ABILITIES.
"CONSIDERING WOLVERINE'S UNBREAKABLE ADAMANTIUM SKELETON, THAT COLLISION MAY HAVE CAUSED STORM SOME CONSIDERABLE HARM. I DEARLY HOPE SO.
"AND THERE IS THE ONE I SEEK... COLOSSUS' YOUNG SISTER...
"...ILLYANA.
Hmnh?
DID SOMEONE CALL ME?
"IT WAS I, LITTLE ONE--A... FRIEND. COME UNTO ME, CHILD. A GRAND AND GLORIOUS DESTINY AWAITS YOU.
BUT SHOULDN'T I TELL PIOTR NIKOLIEVITCH...?
"TELL NO ONE, ILLYANA. JUST FOLLOW MY VOICE...
"...TO PARADISE."

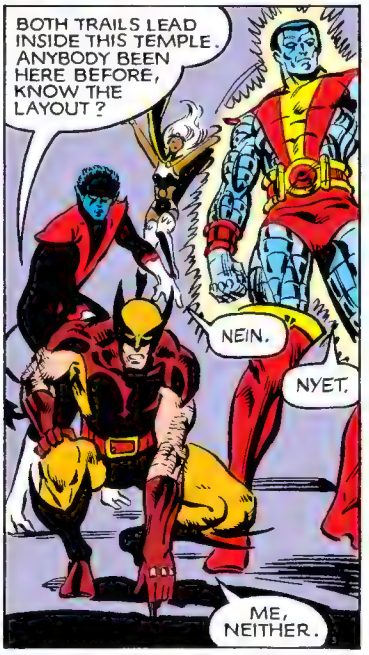

HUH?! WHERE'S ILLYANA GOING?! GREAT! JUST WHAT WE NEED--THE KID WANDERING OFF IN THE MIDDLE OF THE FIRST REAL TEAM WORKOUT THE X-MEN HAVE HAD IN AGES.
< ILLYANA! COME BACK! YOU'RE SUPPOSED TO STAY WITH US! >*
GUYS! I'M GOING AFTER ILLYANA! BE BACK SOON!
*TRANSLATED FROM THE RUSSIAN --L.
SHE'S ALREADY TURNED THE CORNER. IF I PHASE STRAIGHT THROUGH THE BUILDING, I SHOULD CATCH HER-- RATS!
SHE'S MOVING FASTER THAN I EXPECTED--
--ALMOST AS IF SHE KNOWS PRECISELY WHERE SHE'S HEADED.
SHE CAME INTO THIS TEMPLE. IT'S PITCH-DARK HERE-- I CAN'T SEE A THING.
< ILLYANA! ILLYANA! >
< THIS ISN'T FUNNY, YOUNG LADY! ANSWER ME! >
I DON'T LIKE IT. THIS PLACE GIVES ME THE CREEPS.
I'D BETTER GET THE OTHERS.
THAT LIGHT-- I CAN'T MOVE!
WHAT'S HAPPENING?! I FEEL-- NO! Oh, NO!
ORORO, PETER-- ANYONE-- HELP MEEEEEEE!*
THAT WORKOUT GAVE ME A POWERFUL THIRST. ANYONE ELSE WANT A BREW?
I SHOULD LIKE SOME ICED TEA, PLEASE.
YOU ALL RIGHT, ORORO?
A LITTLE TIRED, KURT, BUT I SHALL RECOVER.
YOU'RE PUSHING YOURSELF TOO HARD, TOO SOON. IT'S BEEN BARELY A DAY SINCE OUR BATTLE WITH DRACULA.*
*LAST ISH -- ME AGAIN.
PERHAPS A SHOWER WILL MAKE YOU FEEL BETTER?
WHY, KURT, WHAT A PERFECTLY SPLENDID IDEA!

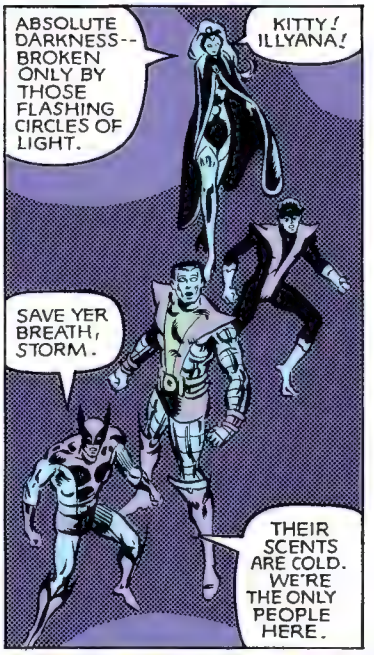

KURT IS RIGHT, I OUGHT TO REST. BUT DRACULA STILL HAUNTS MY DREAMS. I STILL REMEMBER HOW I LONGED FOR HIS CARESS, HOW I YEARNED TO BE REBORN A VAMPIRE. I NEITHER REST NOR SLEEP...
... BECAUSE I DARE NOT.
WORSE, PROFESSOR XAVIER REMAINS IN COMA, HIS CONDITION CRITICAL AND DETERIORATING. AND SCOTT HAS YET TO RETURN, IN ANSWER TO OUR SUMMONS.
Sigh.
AM I SO WEAK THAT I CANNOT EVEN CREATE A RAIN-STORM?
NO. THE POWER EXISTS WITHIN ME. IT IS SIMPLY A MATTER OF FOCUSING MY CONCENTRATION...
ONCE AGAIN, SHE TURNS TO THAT PART OF HERSELF WHICH PERCEIVES HERSELF, AND THE WORLD AROUND HER...
...AS PATTERNS OF ENERGY. SHE REACHES OUT, GENTLY BENDING THOSE PRIMAL, ELEMENTAL FORCES TO HER WILL, SHAPING THEM WITH INFINITE CARE AND PRECISION...
...UNTIL SHE ACHIEVES THE DESIRED RESULT.
THERE! THAT'S MUCH BETTER!


HEY, IT'S RAINING!
YES, MY FRIENDS--IS IT NOT MARVELOUS?
BLESSED GODDESS, THIS HAS BEEN A TREAT TOO LONG DENIED ME!
WOULD THE REST OF YOU CARE TO JOIN ME? I CAN EASILY EXPAND MY MICRO-STORM...
SOUNDS GOOD TO ME, DARLIN'.
HAS ANYONE SEEN ILLYANA, OR KITTY? THEY ARE NOWHERE ABOUT.
NOPE. WAIT--YEAH! DURIN' OUR SESSION, KITTY YELLED SOMETHIN' ABOUT THE KID TAKIN' A STROLL, THAT SHE WAS GOIN' AFTER HER.
BUT THAT WAS A WHILE AGO.


I NEVER LIKED THIS ISLAND. SINCE MAKING IT OUR HEADQUARTERS, WE'VE HAD NO CHANCE TO FULLY EXPLORE IT. WHO KNOWS WHAT DANGERS COULD BE LYING IN WAIT?!
YOUR CONCERN IS NOTED, KURT. MY CLOAK, PLEASE? THANK YOU.
WOLVERINE, SCOUT THE AREA. USE YOUR ENHANCED SENSES TO FIND THE GIRLS' TRAILS. KURT, PETER, GO WITH HIM. I SHALL FOLLOW AS SOON AS I'M DRESSED.
GOTCHA, BOSS.
ILLYANA IS A CHILD, BUT KATYA IS AN X-MAN. AT THE FIRST HINT OF TROUBLE, SHE WOULD HAVE SUMMONED US.
IF SHE WAS ABLE...

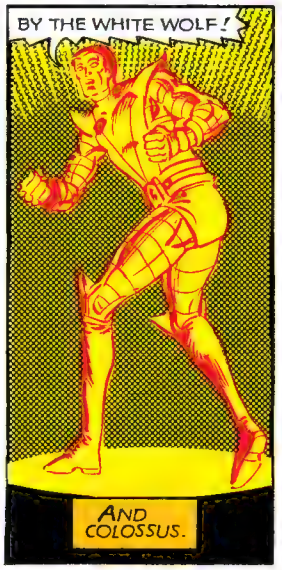
ANYTHING?
I GOT A SOLID FIX ON ILLYANA.
KITTY'S TRACK FADES IN AN' OUT. I FIGURE SHE WAS PHASIN', TRYIN' TO CUT THE KID'S LEAD.


BOTH TRAILS LEAD INSIDE THIS TEMPLE. ANYBODY BEEN HERE BEFORE, KNOW THE LAYOUT?
NEIN.
NYET.
ME, NEITHER.

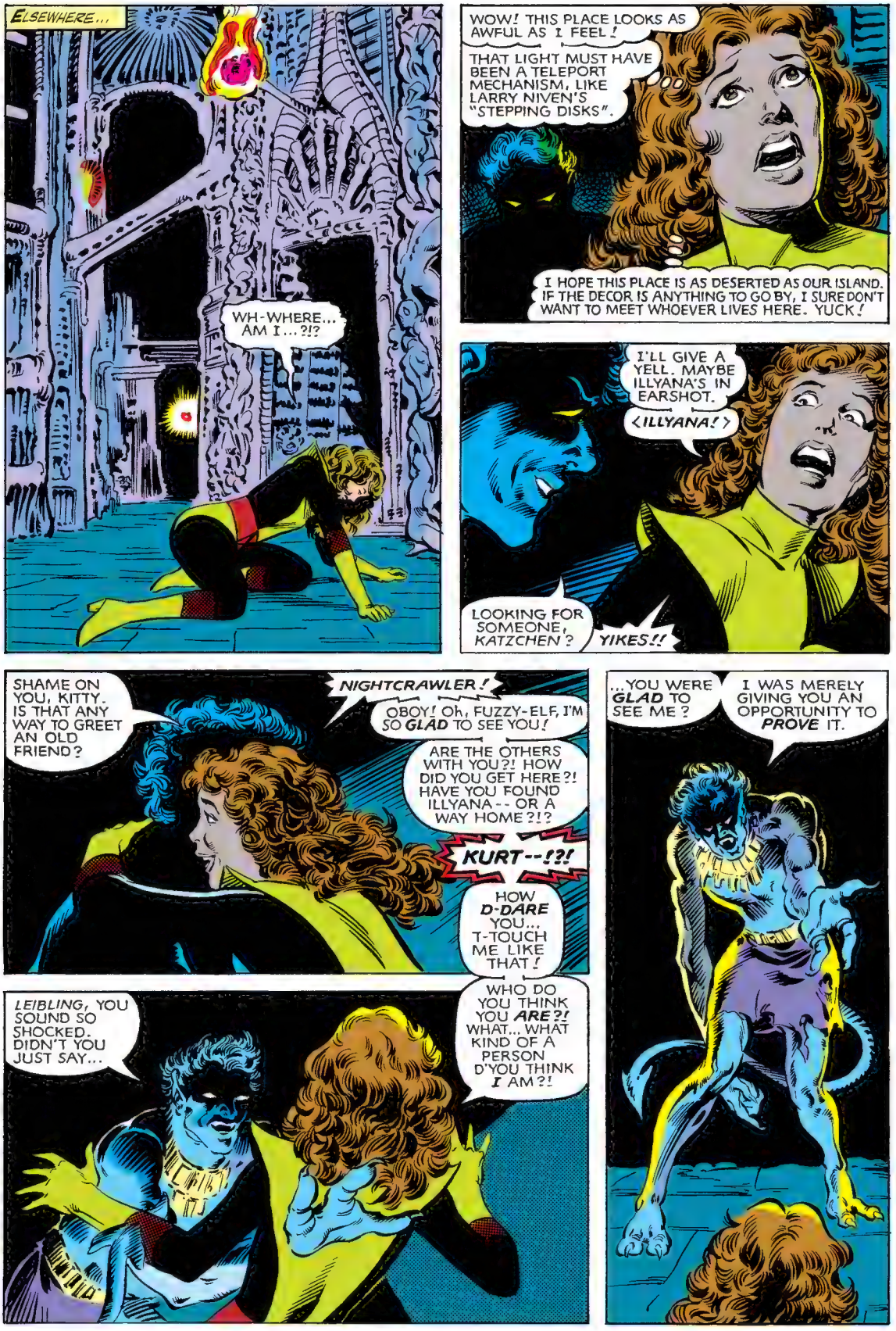

ABSOLUTE DARKNESS-- BROKEN ONLY BY THOSE FLASHING CIRCLES OF LIGHT.
KITTY! ILLYANA!
SAVE YER BREATH, STORM.
THEIR SCENTS ARE COLD. WE'RE THE ONLY PEOPLE HERE.

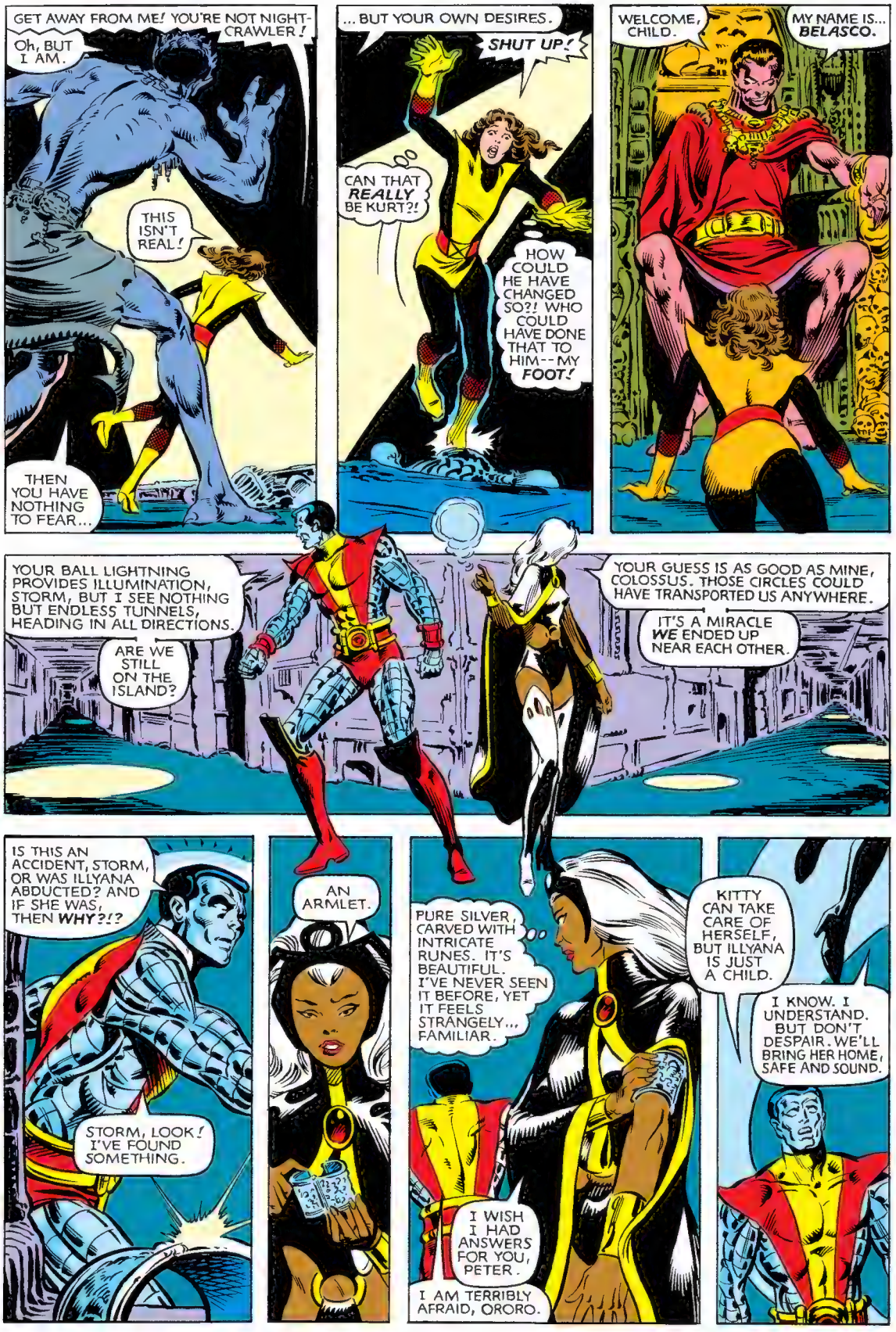
THEN WHERE-- GODDESS!
STORM DISAPPEARS.

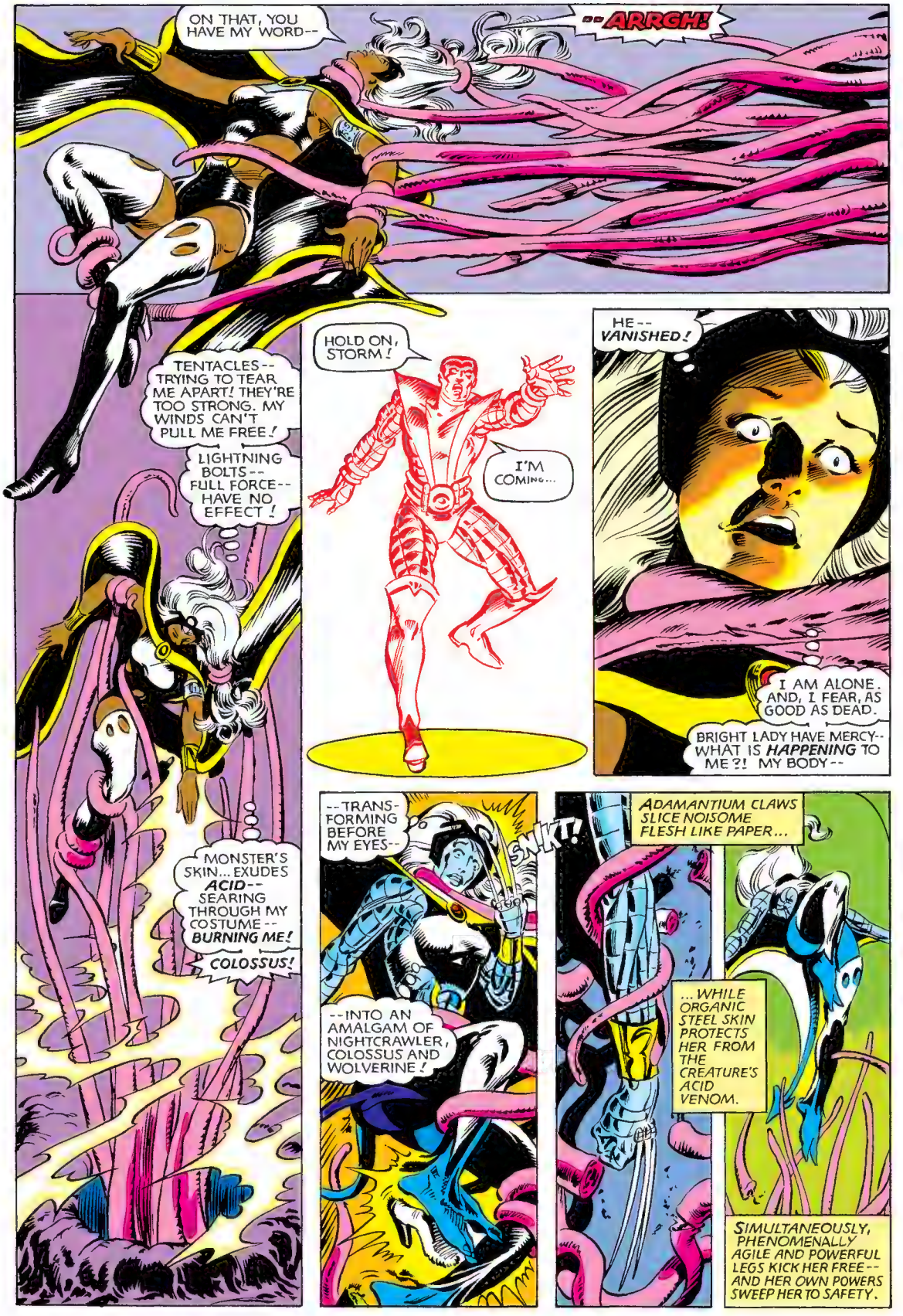
ACH DU LIEBER--*
AS DOES NIGHTCRAWLER.

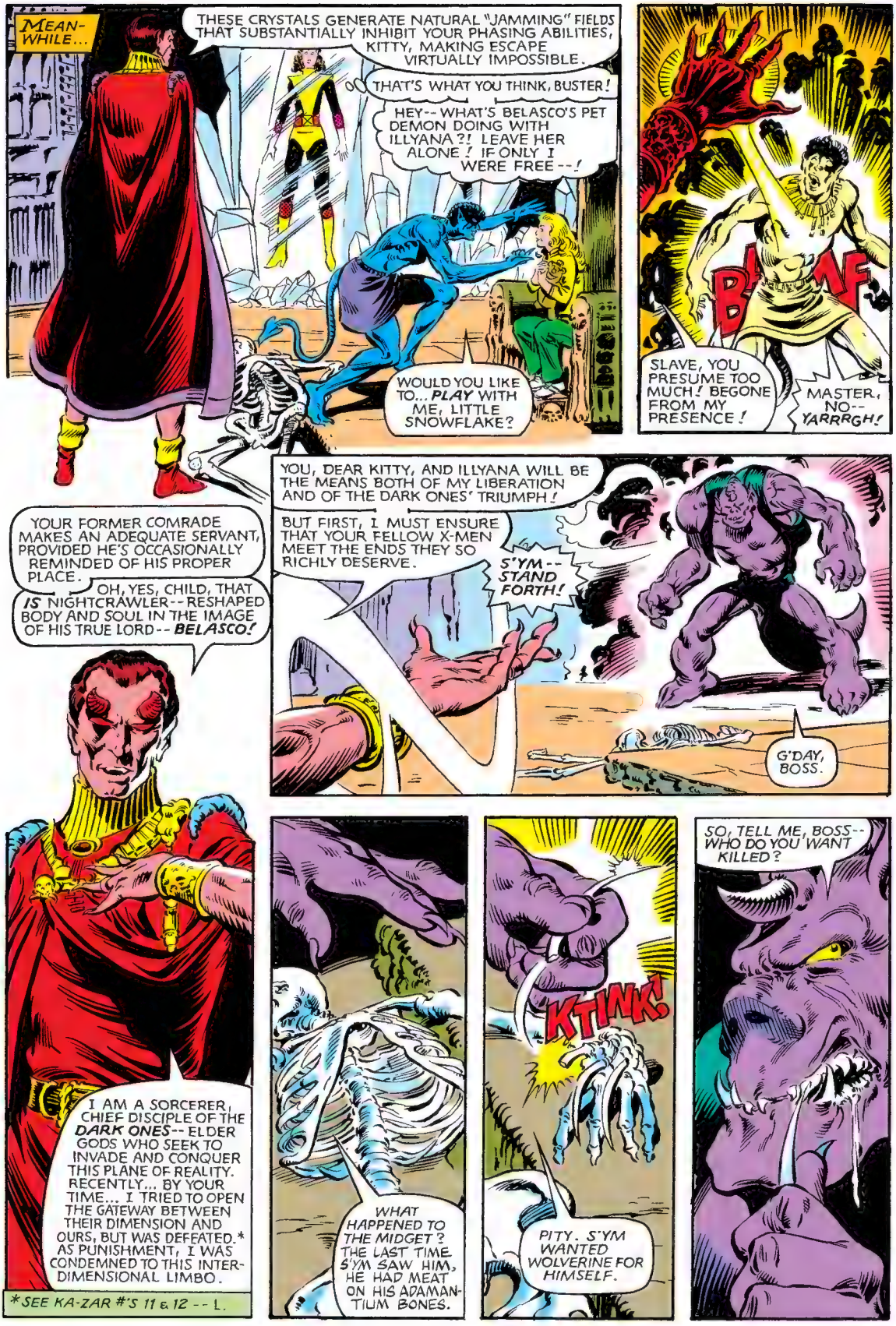

BY THE WHITE WOLF!
AND COLOSSUS.

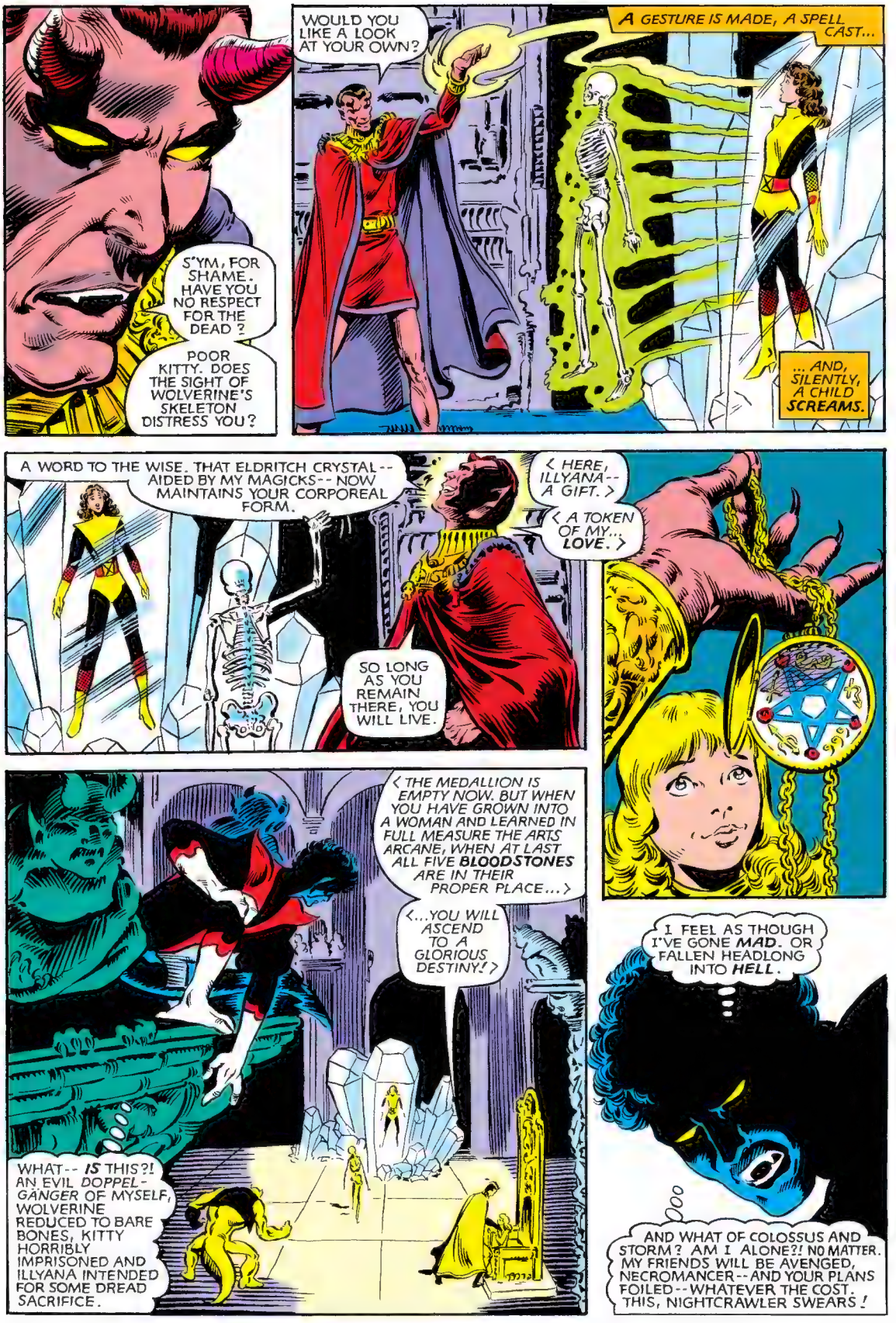
CRIPES!
AND, FINALLY, WOLVERINE.

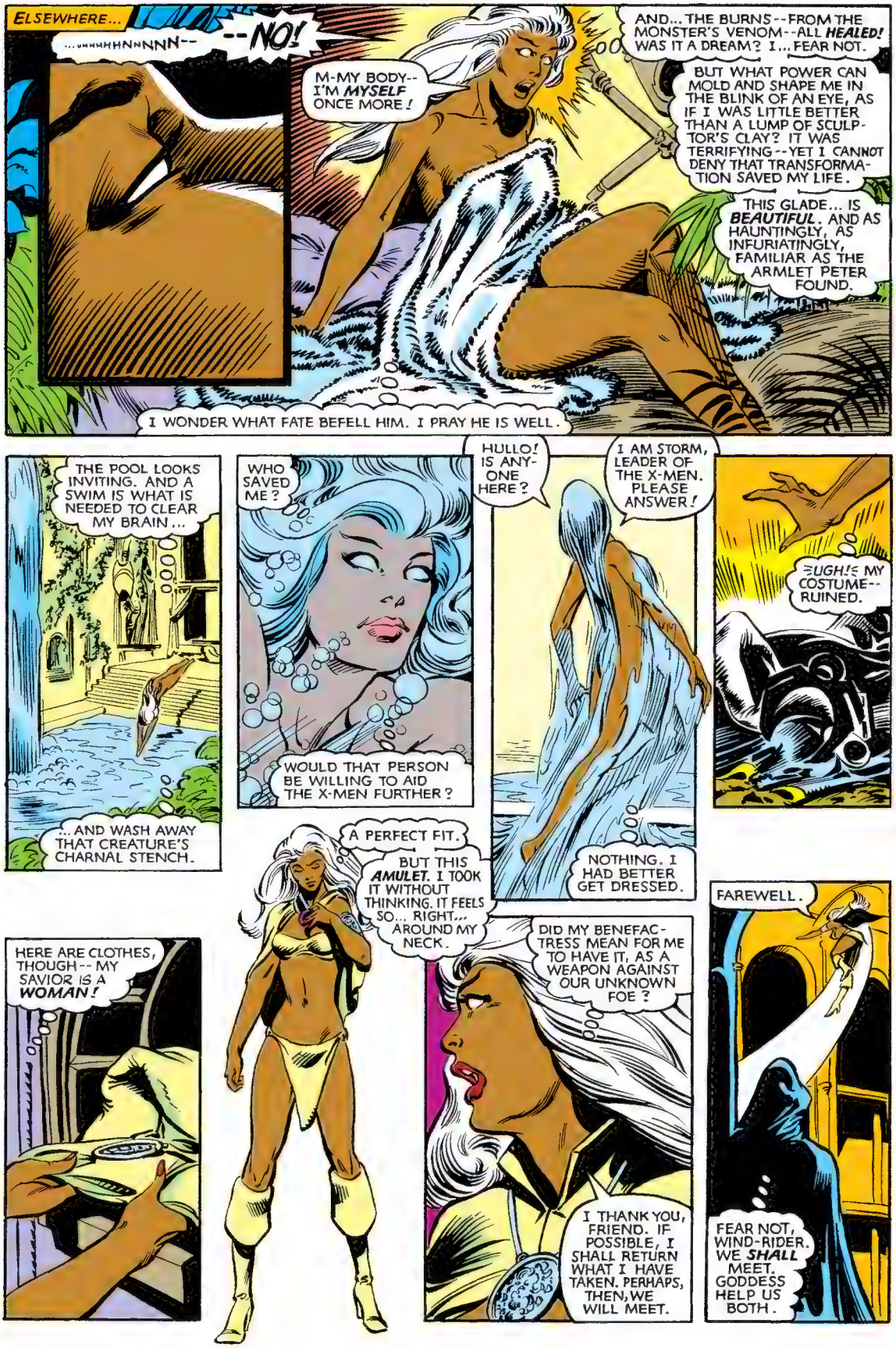

ELSEWHERE...
WH-WHERE... AM I...?!?
WOW! THIS PLACE LOOKS AS AWFUL AS I FEEL!
THAT LIGHT MUST HAVE BEEN A TELEPORT MECHANISM, LIKE LARRY NIVEN'S "STEPPING DISKS".
I HOPE THIS PLACE IS AS DESERTED AS OUR ISLAND. IF THE DECOR IS ANYTHING TO GO BY, I SURE DON'T WANT TO MEET WHOEVER LIVES HERE. YUCK!
I'LL GIVE A YELL. MAYBE ILLYANA'S IN EARSHOT.
<ILLYANA!>
LOOKING FOR SOMEONE, KATZCHEN?
YIKES!!
SHAME ON YOU, KITTY. IS THAT ANY WAY TO GREET AN OLD FRIEND?
NIGHTCRAWLER!
OBOY! Oh, FUZZY-ELF, I'M SO GLAD TO SEE YOU!
ARE THE OTHERS WITH YOU?! HOW DID YOU GET HERE?! HAVE YOU FOUND ILLYANA -- OR A WAY HOME?!?
KURT--!?!
HOW D-DARE YOU... T-TOUCH ME LIKE THAT!
LEIBLING, YOU SOUND SO SHOCKED. DIDN'T YOU JUST SAY...
WHO DO YOU THINK YOU ARE?! WHAT... WHAT KIND OF A PERSON D'YOU THINK I AM?!
...YOU WERE GLAD TO SEE ME?
I WAS MERELY GIVING YOU AN OPPORTUNITY TO PROVE IT.

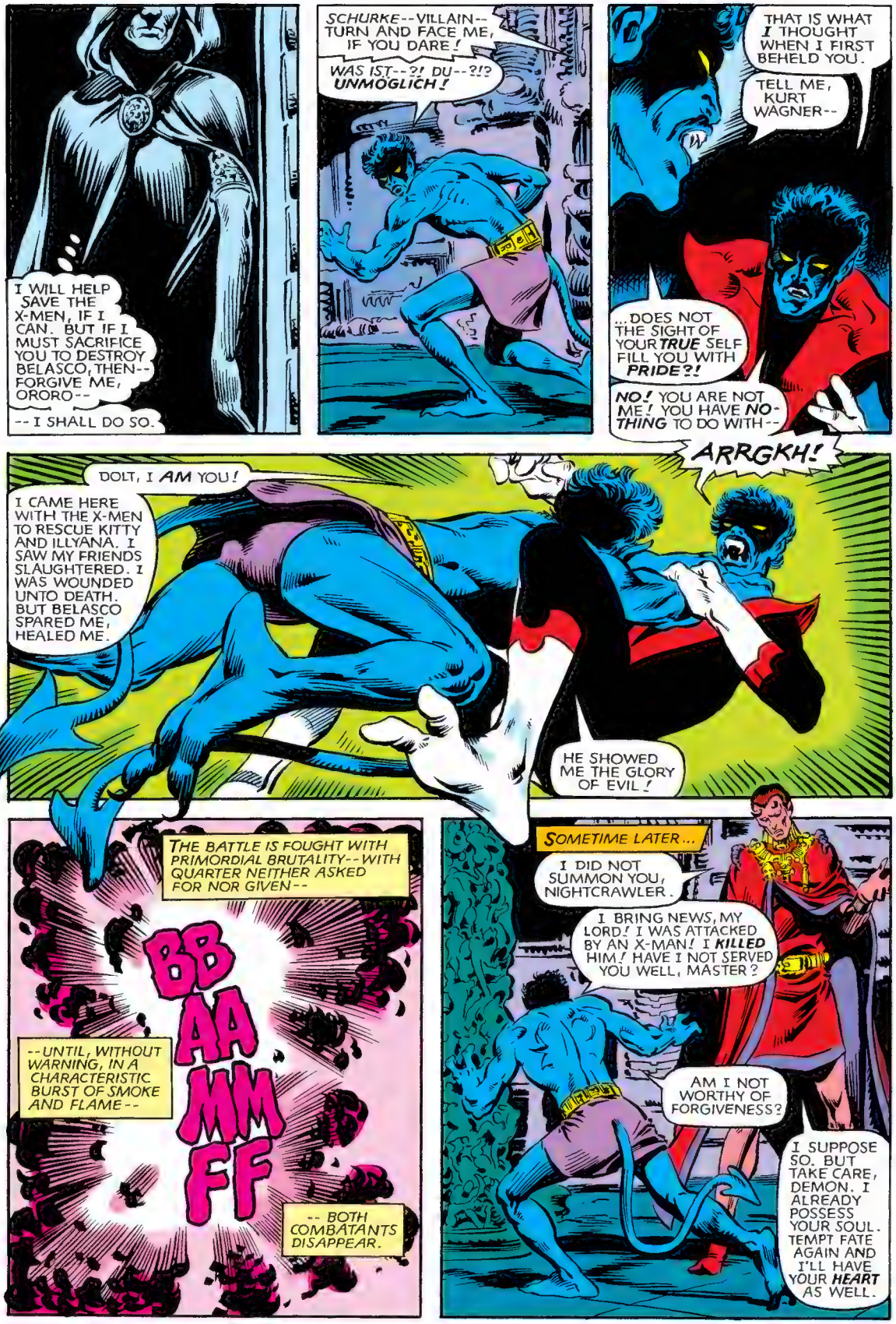

GET AWAY FROM ME! YOU'RE NOT NIGHT-CRAWLER!
Oh, BUT I AM.
THIS ISN'T REAL!
THEN YOU HAVE NOTHING TO FEAR...
... BUT YOUR OWN DESIRES.
SHUT UP!
CAN THAT REALLY BE KURT?!
HOW COULD HE HAVE CHANGED SO?! WHO COULD HAVE DONE THAT TO HIM--MY FOOT!
WELCOME, CHILD.
MY NAME IS... BELASCO.
YOUR BALL LIGHTNING PROVIDES ILLUMINATION, STORM, BUT I SEE NOTHING BUT ENDLESS TUNNELS, HEADING IN ALL DIRECTIONS.
ARE WE STILL ON THE ISLAND?
YOUR GUESS IS AS GOOD AS MINE, COLOSSUS. THOSE CIRCLES COULD HAVE TRANSPORTED US ANYWHERE.
IT'S A MIRACLE WE ENDED UP NEAR EACH OTHER.
IS THIS AN ACCIDENT, STORM, OR WAS ILLYANA ABDUCTED? AND IF SHE WAS, THEN WHY?!?
STORM, LOOK! I'VE FOUND SOMETHING.
AN ARMLET.
PURE SILVER, CARVED WITH INTRICATE RUNES. IT'S BEAUTIFUL. I'VE NEVER SEEN IT BEFORE, YET IT FEELS STRANGELY... FAMILIAR.
I WISH I HAD ANSWERS FOR YOU, PETER.
I AM TERRIBLY AFRAID, ORORO.
KITTY CAN TAKE CARE OF HERSELF, BUT ILLYANA IS JUST A CHILD.
I KNOW. I UNDERSTAND. BUT DON'T DESPAIR. WE'LL BRING HER HOME, SAFE AND SOUND.

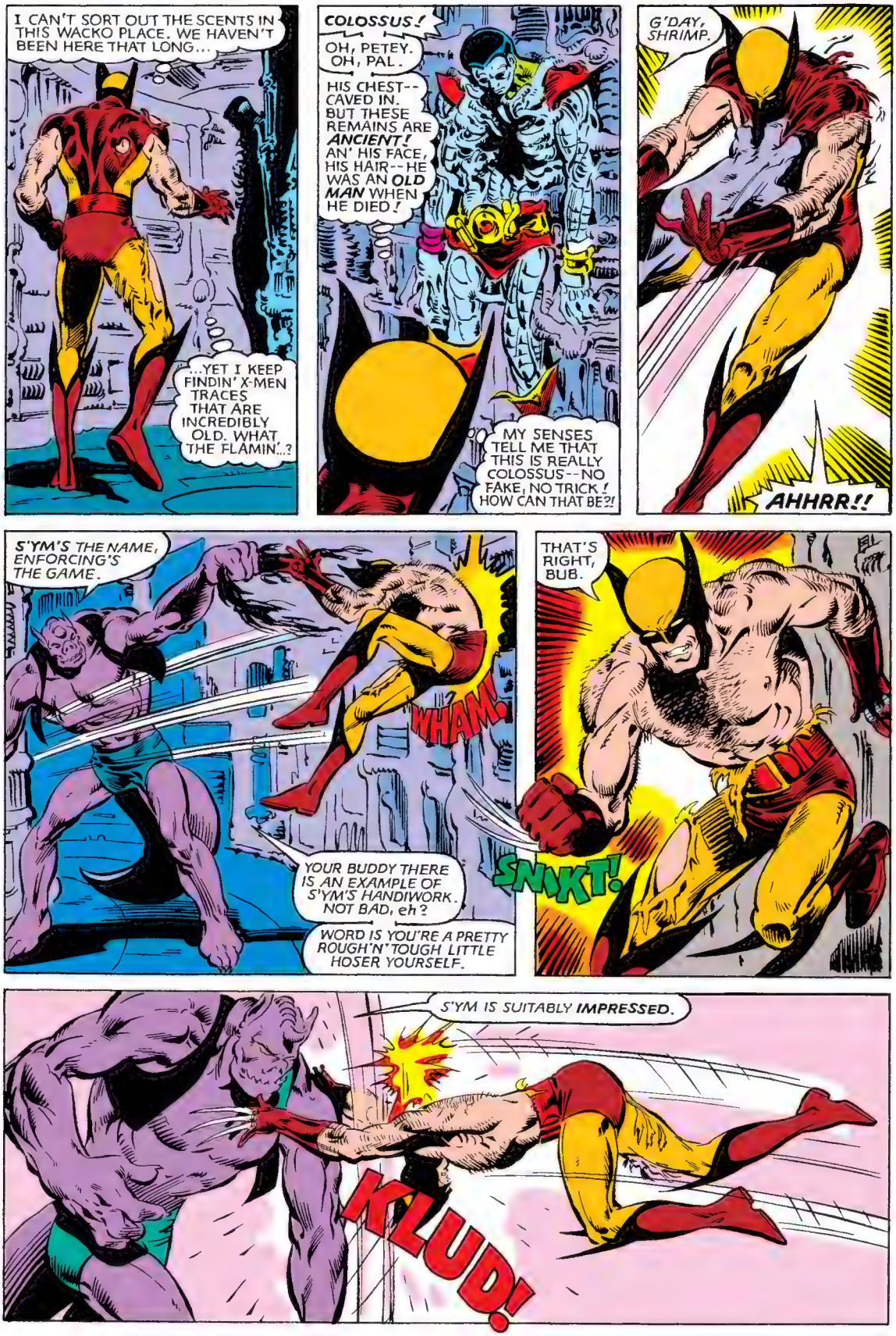

ON THAT, YOU HAVE MY WORD--
--ARRGH!
TENTACLES--TRYING TO TEAR ME APART! THEY'RE TOO STRONG. MY WINDS CAN'T PULL ME FREE!
LIGHTNING BOLTS--FULL FORCE--HAVE NO EFFECT!
MONSTER'S SKIN...EXUDES ACID--SEARING THROUGH MY COSTUME--BURNING ME!
COLOSSUS!
HOLD ON, STORM!
I'M COMING...
HE--VANISHED!
I AM ALONE. AND, I FEAR, AS GOOD AS DEAD.
BRIGHT LADY HAVE MERCY--WHAT IS HAPPENING TO ME?! MY BODY--
--TRANSFORMING BEFORE MY EYES--
--INTO AN AMALGAM OF NIGHTCRAWLER, COLOSSUS AND WOLVERINE!
SNIKT!
ADAMANTIUM CLAWS SLICE NOISOME FLESH LIKE PAPER...
...WHILE ORGANIC STEEL SKIN PROTECTS HER FROM THE CREATURE'S ACID VENOM.
SIMULTANEOUSLY, PHENOMENALLY AGILE AND POWERFUL LEGS KICK HER FREE--AND HER OWN POWERS SWEEP HER TO SAFETY.

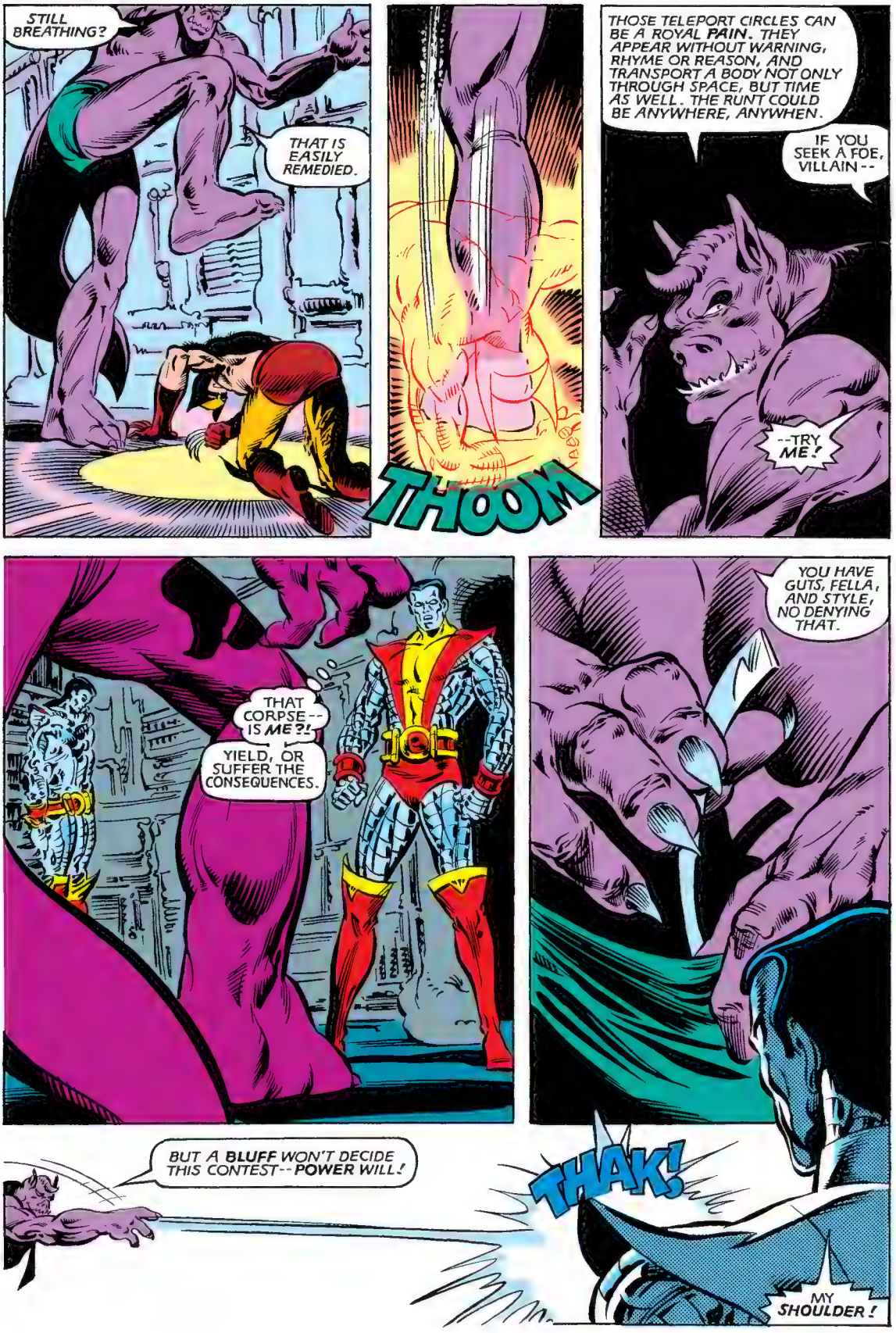

MEAN-WHILE...
THESE CRYSTALS GENERATE NATURAL "JAMMING" FIELDS THAT SUBSTANTIALLY INHIBIT YOUR PHASING ABILITIES, KITTY, MAKING ESCAPE VIRTUALLY IMPOSSIBLE.
THAT'S WHAT YOU THINK, BUSTER!
HEY-- WHAT'S BELASCO'S PET DEMON DOING WITH ILLYANA?! LEAVE HER ALONE! IF ONLY I WERE FREE--!
WOULD YOU LIKE TO... PLAY WITH ME, LITTLE SNOWFLAKE?
BAM
SLAVE, YOU PRESUME TOO MUCH! BEGONE FROM MY PRESENCE!
MASTER, NO-- YARRRGH!
YOU, DEAR KITTY, AND ILLYANA WILL BE THE MEANS BOTH OF MY LIBERATION AND OF THE DARK ONES' TRIUMPH!
BUT FIRST, I MUST ENSURE THAT YOUR FELLOW X-MEN MEET THE ENDS THEY SO RICHLY DESERVE.
S'YM-- STAND FORTH!
G'DAY, BOSS.
YOUR FORMER COMRADE MAKES AN ADEQUATE SERVANT, PROVIDED HE'S OCCASIONALLY REMINDED OF HIS PROPER PLACE.
OH, YES, CHILD, THAT IS NIGHTCRAWLER-- RESHAPED BODY AND SOUL IN THE IMAGE OF HIS TRUE LORD-- BELASCO!
I AM A SORCERER, CHIEF DISCIPLE OF THE DARK ONES-- ELDER GODS WHO SEEK TO INVADE AND CONQUER THIS PLANE OF REALITY. RECENTLY... BY YOUR TIME... I TRIED TO OPEN THE GATEWAY BETWEEN THEIR DIMENSION AND OURS, BUT WAS DEFEATED.* AS PUNISHMENT, I WAS CONDEMNED TO THIS INTER-DIMENSIONAL LIMBO.
*SEE KA-ZAR #'S 11 & 12 -- L.
WHAT HAPPENED TO THE MIDGET? THE LAST TIME S'YM SAW HIM, HE HAD MEAT ON HIS ADAMANTIUM BONES.
KTINK!
PITY. S'YM WANTED WOLVERINE FOR HIMSELF.
SO, TELL ME, BOSS-- WHO DO YOU WANT KILLED?

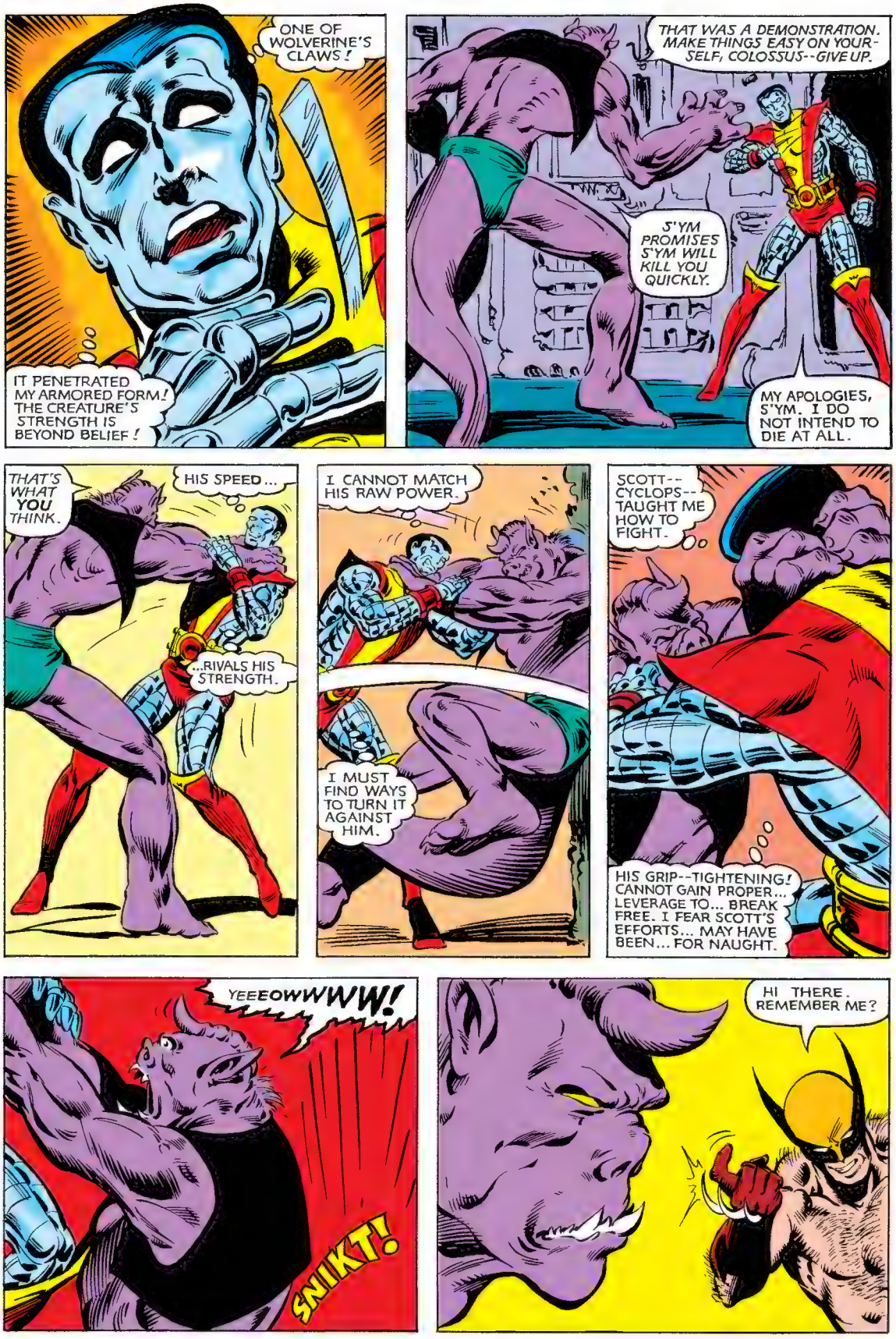

S'YM, FOR SHAME. HAVE YOU NO RESPECT FOR THE DEAD?
POOR KITTY. DOES THE SIGHT OF WOLVERINE'S SKELETON DISTRESS YOU?
WOULD YOU LIKE A LOOK AT YOUR OWN?
A GESTURE IS MADE, A SPELL CAST...
...AND, SILENTLY, A CHILD SCREAMS.
A WORD TO THE WISE. THAT ELDRITCH CRYSTAL -- AIDED BY MY MAGICKS -- NOW MAINTAINS YOUR CORPOREAL FORM.
SO LONG AS YOU REMAIN THERE, YOU WILL LIVE.
< HERE, ILLYANA -- A GIFT. >
< A TOKEN OF MY... LOVE. >
< THE MEDALLION IS EMPTY NOW. BUT WHEN YOU HAVE GROWN INTO A WOMAN AND LEARNED IN FULL MEASURE THE ARTS ARCANE, WHEN AT LAST ALL FIVE BLOODSTONES ARE IN THEIR PROPER PLACE... >
<...YOU WILL ASCEND TO A GLORIOUS DESTINY! >
WHAT -- IS THIS?! AN EVIL DOPPEL-GÄNGER OF MYSELF, WOLVERINE REDUCED TO BARE BONES, KITTY HORRIBLY IMPRISONED AND ILLYANA INTENDED FOR SOME DREAD SACRIFICE.
I FEEL AS THOUGH I'VE GONE MAD. OR FALLEN HEADLONG INTO HELL.
AND WHAT OF COLOSSUS AND STORM? AM I ALONE?! NO MATTER. MY FRIENDS WILL BE AVENGED, NECROMANCER -- AND YOUR PLANS FOILED -- WHATEVER THE COST. THIS, NIGHTCRAWLER SWEARS!


ELSEWHERE...
...uuuuuHHNNNNN--
--NO!
M-MY BODY--I'M MYSELF ONCE MORE!
AND... THE BURNS--FROM THE MONSTER'S VENOM--ALL HEALED! WAS IT A DREAM? I... FEAR NOT.
BUT WHAT POWER CAN MOLD AND SHAPE ME IN THE BLINK OF AN EYE, AS IF I WAS LITTLE BETTER THAN A LUMP OF SCULPTOR'S CLAY? IT WAS TERRIFYING--YET I CANNOT DENY THAT TRANSFORMATION SAVED MY LIFE.
THIS GLADE... IS BEAUTIFUL. AND AS HAUNTINGLY, AS INFURIATINGLY, FAMILIAR AS THE ARMLET PETER FOUND.
I WONDER WHAT FATE BEFELL HIM. I PRAY HE IS WELL.
THE POOL LOOKS INVITING. AND A SWIM IS WHAT IS NEEDED TO CLEAR MY BRAIN...
...AND WASH AWAY THAT CREATURE'S CHARNAL STENCH.
WHO SAVED ME?
WOULD THAT PERSON BE WILLING TO AID THE X-MEN FURTHER?
HULLO! IS ANYONE HERE?
I AM STORM, LEADER OF THE X-MEN. PLEASE ANSWER!
NOTHING. I HAD BETTER GET DRESSED.
≥UGH!≤ MY COSTUME--RUINED.
A PERFECT FIT.
BUT THIS AMULET. I TOOK IT WITHOUT THINKING. IT FEELS SO... RIGHT... AROUND MY NECK.
HERE ARE CLOTHES, THOUGH-- MY SAVIOR IS A WOMAN!
DID MY BENEFACTRESS MEAN FOR ME TO HAVE IT, AS A WEAPON AGAINST OUR UNKNOWN FOE?
I THANK YOU, FRIEND. IF POSSIBLE, I SHALL RETURN WHAT I HAVE TAKEN. PERHAPS, THEN, WE WILL MEET.
FAREWELL.
FEAR NOT, WIND-RIDER. WE SHALL MEET. GODDESS HELP US BOTH.

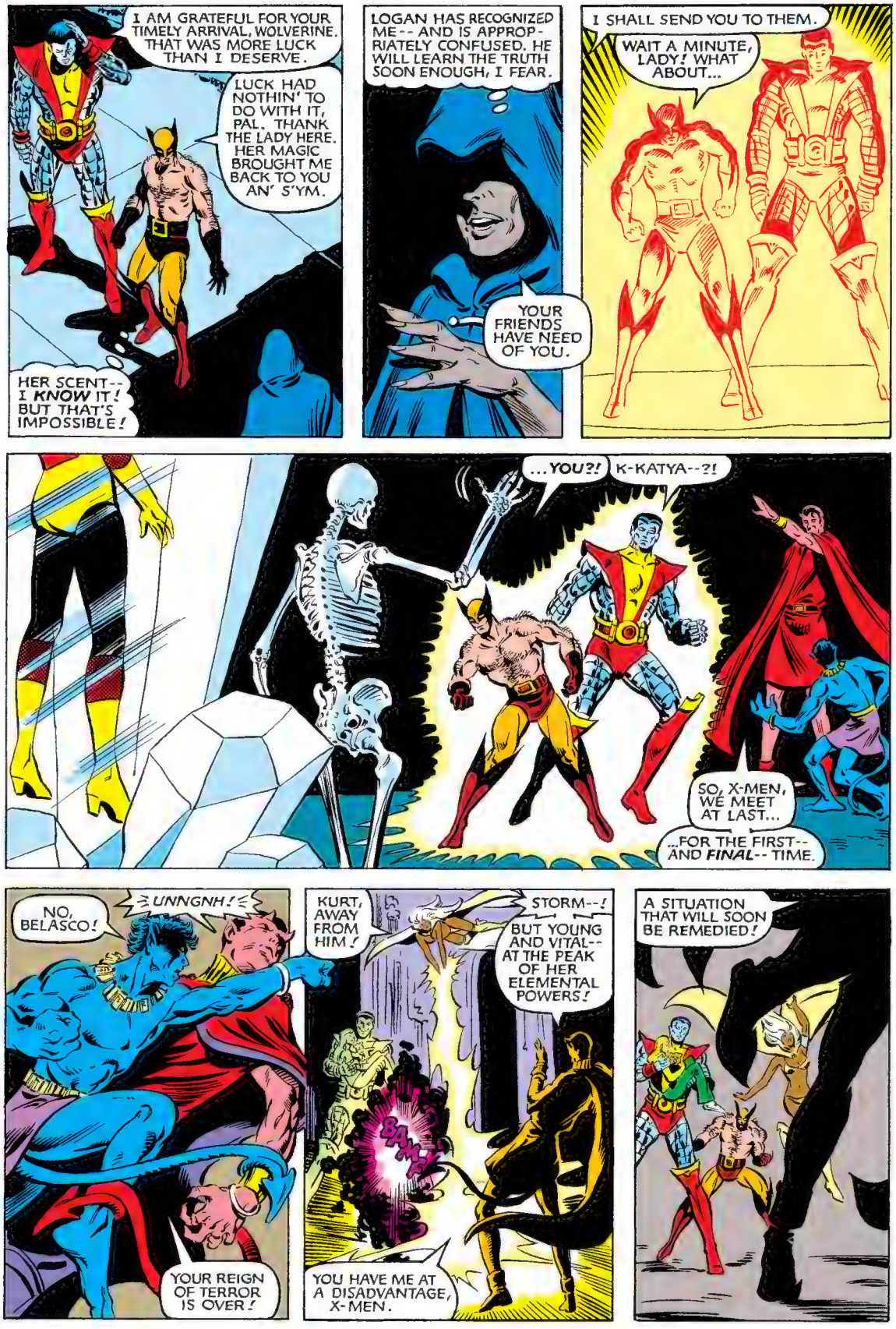

I WILL HELP SAVE THE X-MEN, IF I CAN. BUT IF I MUST SACRIFICE YOU TO DESTROY BELASCO, THEN--FORGIVE ME, ORORO--
--I SHALL DO SO.
SCHURKE--VILLAIN--TURN AND FACE ME, IF YOU DARE!
WAS IST--?! DU--?!? UNMÖGLICH!
THAT IS WHAT I THOUGHT WHEN I FIRST BEHELD YOU.
TELL ME, KURT WAGNER--
..DOES NOT THE SIGHT OF YOUR TRUE SELF FILL YOU WITH PRIDE?!
NO! YOU ARE NOT ME! YOU HAVE NOTHING TO DO WITH--
ARRGKH!
DOLT, I AM YOU!
I CAME HERE WITH THE X-MEN TO RESCUE KITTY AND ILLYANA. I SAW MY FRIENDS SLAUGHTERED. I WAS WOUNDED UNTO DEATH. BUT BELASCO SPARED ME, HEALED ME.
HE SHOWED ME THE GLORY OF EVIL!
THE BATTLE IS FOUGHT WITH PRIMORDIAL BRUTALITY--WITH QUARTER NEITHER ASKED FOR NOR GIVEN--
BB AA MM FF
--UNTIL, WITHOUT WARNING, IN A CHARACTERISTIC BURST OF SMOKE AND FLAME--
-- BOTH COMBATANTS DISAPPEAR.
SOMETIME LATER...
I DID NOT SUMMON YOU, NIGHTCRAWLER.
I BRING NEWS, MY LORD! I WAS ATTACKED BY AN X-MAN! I KILLED HIM! HAVE I NOT SERVED YOU WELL, MASTER?
AM I NOT WORTHY OF FORGIVENESS?
I SUPPOSE SO. BUT TAKE CARE, DEMON. I ALREADY POSSESS YOUR SOUL. TEMPT FATE AGAIN AND I'LL HAVE YOUR HEART AS WELL.


I CAN'T SORT OUT THE SCENTS IN THIS WACKO PLACE. WE HAVEN'T BEEN HERE THAT LONG...
...YET I KEEP FINDIN' X-MEN TRACES THAT ARE INCREDIBLY OLD. WHAT THE FLAMIN'...?
COLOSSUS!
OH, PETEY. OH, PAL.
HIS CHEST--CAVED IN. BUT THESE REMAINS ARE ANCIENT! AN' HIS FACE, HIS HAIR--HE WAS AN OLD MAN WHEN HE DIED!
MY SENSES TELL ME THAT THIS IS REALLY COLOSSUS--NO FAKE, NO TRICK! HOW CAN THAT BE?!
G'DAY, SHRIMP.
AHHRR!!
S'YM'S THE NAME, ENFORCING'S THE GAME.
WHAM!
YOUR BUDDY THERE IS AN EXAMPLE OF S'YM'S HANDIWORK. NOT BAD, eh?
WORD IS YOU'RE A PRETTY ROUGH'N'TOUGH LITTLE HOSER YOURSELF.
THAT'S RIGHT, BUB.
SNIKT!
S'YM IS SUITABLY IMPRESSED.
KLUD!


STILL BREATHING?
THAT IS EASILY REMEDIED.
THOOM
THOSE TELEPORT CIRCLES CAN BE A ROYAL PAIN. THEY APPEAR WITHOUT WARNING, RHYME OR REASON, AND TRANSPORT A BODY NOT ONLY THROUGH SPACE, BUT TIME AS WELL. THE RUNT COULD BE ANYWHERE, ANYWHEN.
IF YOU SEEK A FOE, VILLAIN--
--TRY ME!
THAT CORPSE-- IS ME?!
YIELD, OR SUFFER THE CONSEQUENCES.
YOU HAVE GUTS, FELLA, AND STYLE, NO DENYING THAT.
BUT A BLUFF WON'T DECIDE THIS CONTEST-- POWER WILL!
THAK!
MY SHOULDER!

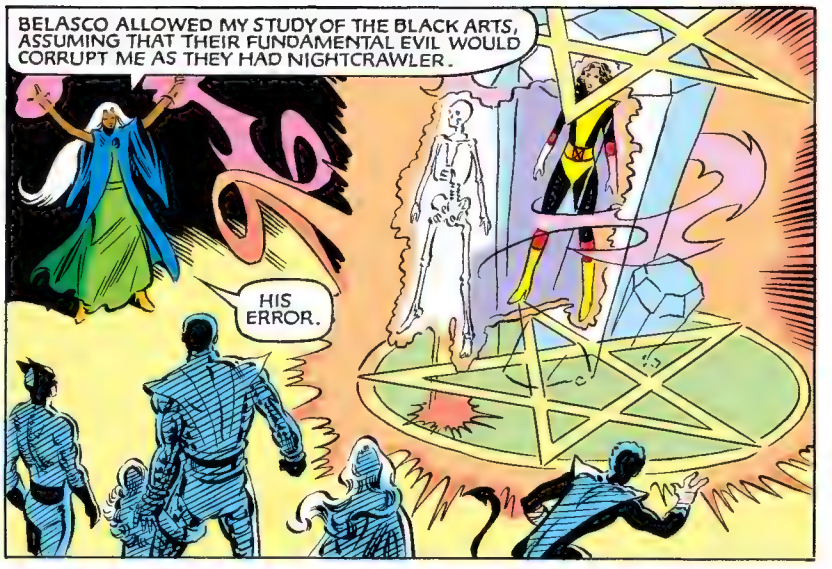

ONE OF WOLVERINE'S CLAWS!
IT PENETRATED MY ARMORED FORM! THE CREATURE'S STRENGTH IS BEYOND BELIEF!
THAT WAS A DEMONSTRATION. MAKE THINGS EASY ON YOURSELF, COLOSSUS--GIVE UP.
S'YM PROMISES S'YM WILL KILL YOU QUICKLY.
MY APOLOGIES, S'YM. I DO NOT INTEND TO DIE AT ALL.
THAT'S WHAT YOU THINK.
HIS SPEED...
...RIVALS HIS STRENGTH.
I CANNOT MATCH HIS RAW POWER.
I MUST FIND WAYS TO TURN IT AGAINST HIM.
SCOTT--CYCLOPS--TAUGHT ME HOW TO FIGHT.
HIS GRIP--TIGHTENING! CANNOT GAIN PROPER... LEVERAGE TO... BREAK FREE. I FEAR SCOTT'S EFFORTS... MAY HAVE BEEN... FOR NAUGHT.
YEEEOWWWW!
SNIKT!
HI THERE. REMEMBER ME?

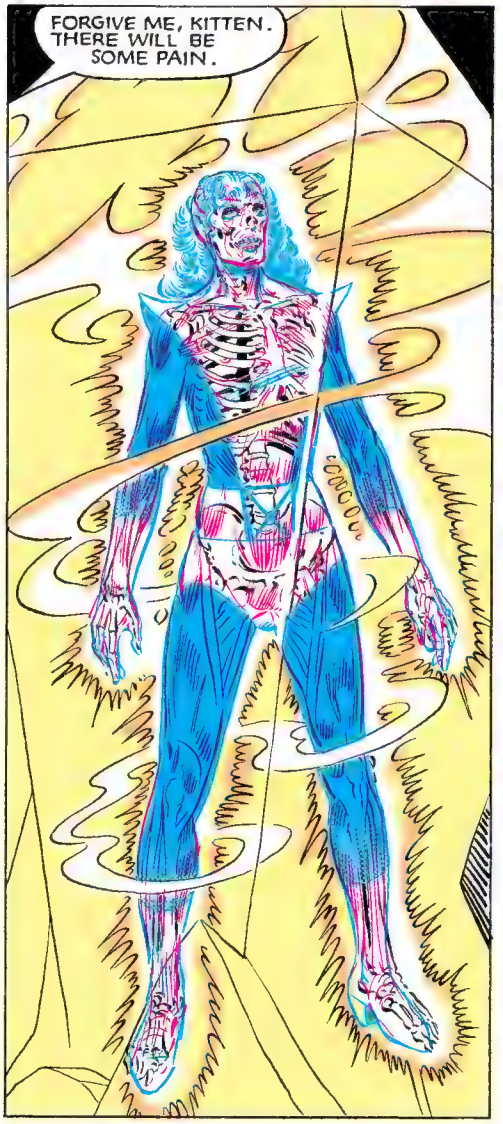
S'YM TRIES TO BE CONSIDERATE, TRIES TO BE MERCIFUL -- AND WHAT DOES IT GET HIM?!
GRIEF, BUB!
AN' THIS...
...IS ONLY...
...THE BEGINNING!
WRONG, RUNT.
CRIPES, HE AIN'T EVEN SCRATCHED!
I DO NOT LIKE STRIKING FROM BEHIND--IT IS DISHONORABLE--
--BUT IN YOUR CASE, MONSTER, I WILL GLADLY MAKE AN EXCEPTION!
COLOSSUS--WHAT?! NO!
BON VOYAGE, COMRADE S'YM.
A TELEPORT CIRCLE! YOU LOUSY, STINKING...*

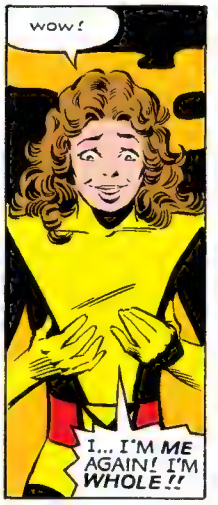

I AM GRATEFUL FOR YOUR TIMELY ARRIVAL, WOLVERINE. THAT WAS MORE LUCK THAN I DESERVE.
LUCK HAD NOTHIN' TO DO WITH IT, PAL. THANK THE LADY HERE. HER MAGIC BROUGHT ME BACK TO YOU AN' S'YM.
HER SCENT-- I KNOW IT! BUT THAT'S IMPOSSIBLE!
LOGAN HAS RECOGNIZED ME-- AND IS APPROPRIATELY CONFUSED. HE WILL LEARN THE TRUTH SOON ENOUGH, I FEAR.
YOUR FRIENDS HAVE NEED OF YOU.
I SHALL SEND YOU TO THEM.
WAIT A MINUTE, LADY! WHAT ABOUT...
...YOU?!
K-KATYA--?!
SO, X-MEN, WE MEET AT LAST...
...FOR THE FIRST-- AND FINAL-- TIME.
NO, BELASCO!
=UNNGNH!=
YOUR REIGN OF TERROR IS OVER!
KURT, AWAY FROM HIM!
STORM--!
BUT YOUNG AND VITAL-- AT THE PEAK OF HER ELEMENTAL POWERS!
BAM
YOU HAVE ME AT A DISADVANTAGE, X-MEN.
A SITUATION THAT WILL SOON BE REMEDIED!

QUICKLY, HALTINGLY, NIGHTCRAWLER TELLS ALL THAT HE HAS SEEN AND HEARD...
... I DEFEATED MY EVIL DOPPELGÄNGER, TOOK HIS CLOTHES, PLAYED HIS PART.
BUT STORM, WHAT OF KITTY?! IF SHE IS REMOVED FROM HER CRYSTAL PRISON... WITHOUT HER SKELETON...
BELASCO--!
BELASCO!!
BY MY HEART AND SOUL, YOU SHALL PAY FOR THIS-- IF IT TAKES ME 'TIL THE END OF TIME!
SHE SUMMONS A HURRICANE TO SWEEP HER AFTER THE DEMON LORD...
...BUT SUDDENLY, SURPRISINGLY...
...THE WIND TURNS ON HER, STOPS HER IN MID-FLIGHT.
NO, WIND-RIDER. THAT YOU MUST NOT DO.
WHY NOT?! WHO ARE YOU, STRANGER...
... TO COMMAND THE X-MEN?!
SEE FOR YOURSELF.
I, TOO, FACED THIS CHOICE. I FOLLOWED BELASCO, MY FRIENDS FOLLOWED ME. THEY DIED. I... WAS DAMNED. I WILL NOT ALLOW THAT TRAGEDY TO HAPPEN AGAIN.
PHANTASTICH! BELASCO SPOKE OF THIS. WE ARE IN A MAGICKAL LIMBO...
...WHERE NONE OF THE RULES OF SPACE AND TIME APPLY. WE CAN BE BOTH OLD AND YOUNG, ALIVE AND DEAD, GOOD AND... EVIL.
SPARE ME YOUR PHILOSOPHY, KURT. IF YOU WISH TO BE OF USE...
... FIND ME A WAY TO SAVE KITTY.

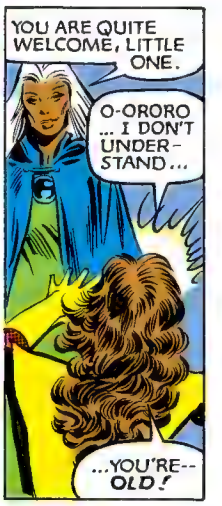
I THINK I CAN BE OF ASSISTANCE, STORM.
AS I GREW OLDER AND MY ABILITY TO CONTROL THE ELEMENTS WANED, I TURNED TO THE OTHER HALF OF MY HERITAGE: SORCERY.


BELASCO ALLOWED MY STUDY OF THE BLACK ARTS, ASSUMING THAT THEIR FUNDAMENTAL EVIL WOULD CORRUPT ME AS THEY HAD NIGHTCRAWLER.
HIS ERROR.


FORGIVE ME, KITTEN. THERE WILL BE SOME PAIN.


WOW!
I... I'M ME AGAIN! I'M WHOLE!!

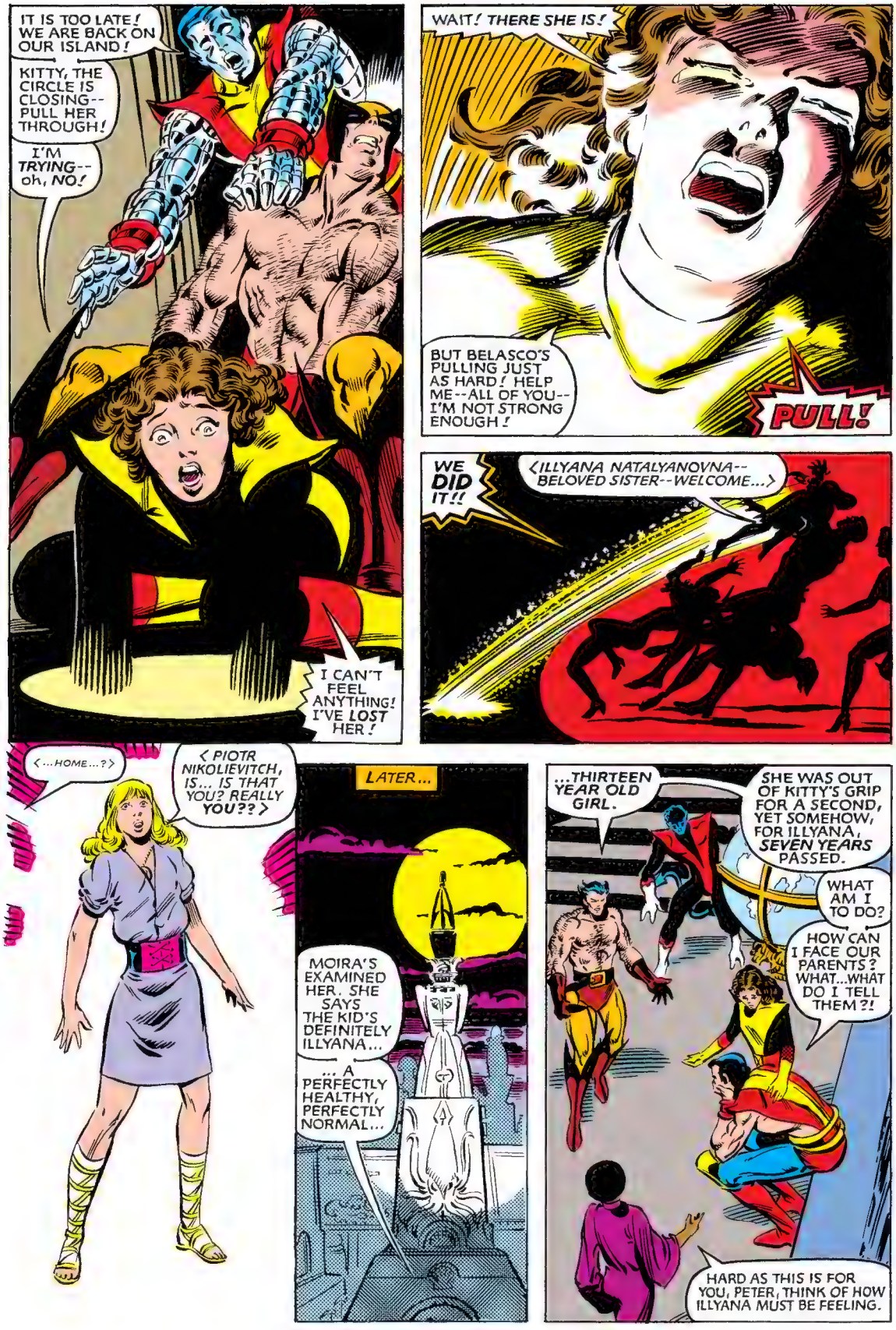
OH--THANK YOU, ORORO!
THANK YOU! THANK YOU!

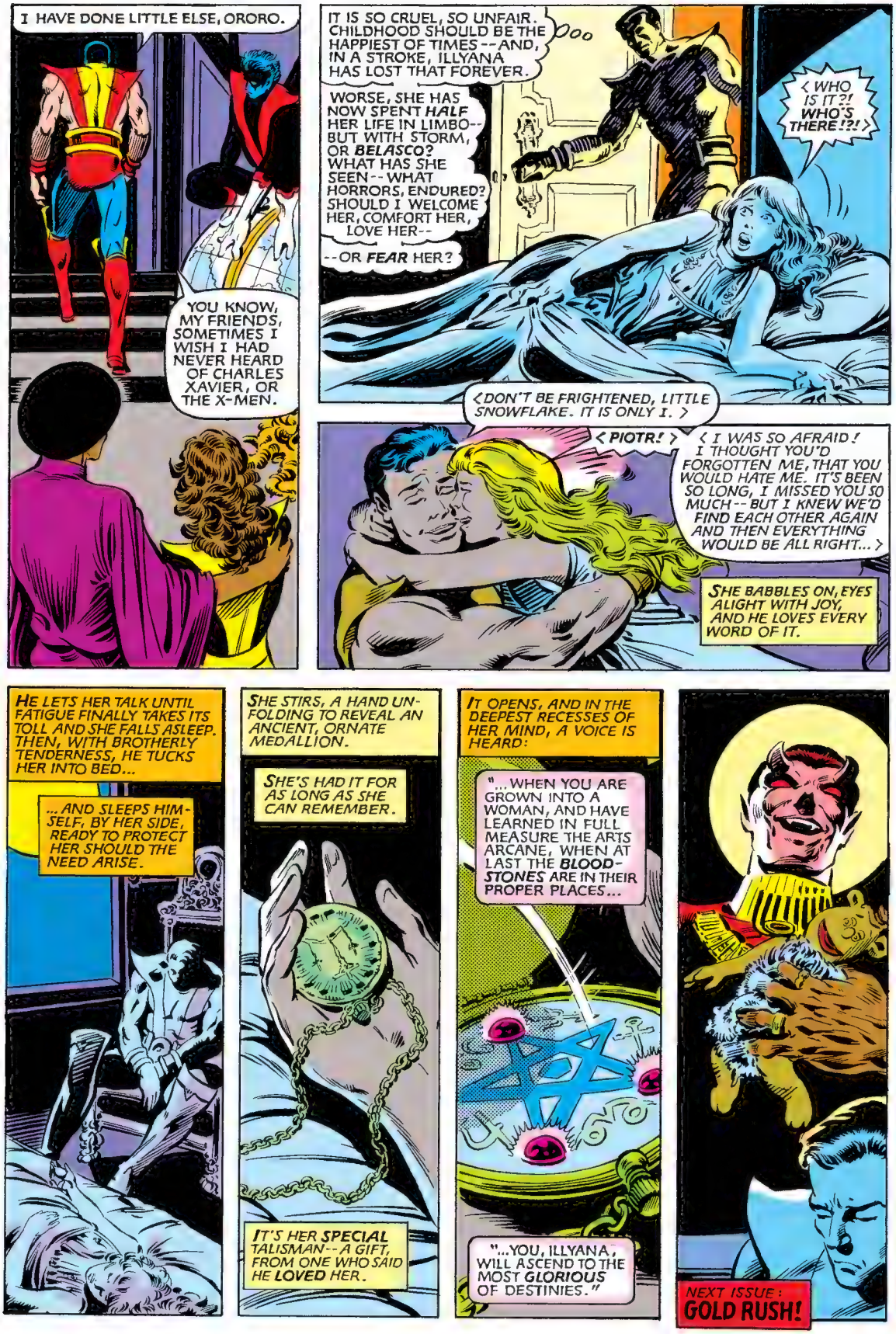

YOU ARE QUITE WELCOME, LITTLE ONE.
O-ORORO ... I DON'T UNDER-STAND...
...YOU'RE-- OLD!

HEADS UP, TROOPS!
SNIKT!
WE GOT COMPANY!

SECONDS LATER...
SNAKT!
ONE DOWN-- BUT I GOT A NASTY FEELIN' THAT WAS THE FIRST O' MANY.
BELASCO I CAN HANDLE-- S'YM, I WOULD NOT LIKE TO MEET AGAIN. I SAY WE VAMOOSE.

THE NECKLACE YOU WEAR, STORM, HAS THE POWER TO SEND YOU HOME. THE MYSTIC GATE TO YOUR ISLE WILL SEAL BEHIND YOU, FOREVER DENYING BELASCO THAT ROUTE TO FREEDOM.
AND... YOU?
I SHALL REMAIN, TO CAST THE SPELL.
YOU HAD THE POWER -- WHY DID YOU NOT ESCAPE LONG AGO?!
WITH MY X-MEN SLAIN, I HAD NOTHING TO RETURN HOME TO. AND... SOMEONE HAD TO -- HAS TO -- WATCH BELASCO, GUARD HIM, ENSURE THAT HE DOES NOT FIND ANOTHER EXIT.
I WILL NOT NEED ANOTHER, WITCH -- THIS ONE WILL MORE THAN SUFFICE!
STORM, DO WE FIGHT?
YES!
NO!!
TRUST ME, MY CHILDREN. OBEY ME!
IF NOTHING ELSE, I HAVE SENIORITY.
IN HER AFRICAN HOMELAND, STORM WAS CALLED A GODDESS. THE X-MEN HAD ALWAYS THOUGHT THAT INNOCENT HYPERBOLE. NOW, WATCHING HER WIELD AWESOME ELDRICH ENERGIES WITH CONSUMMATE EASE AND SKILL...
...THEY'RE NOT SO SURE.
GUYS, WILL IT HELP IF I CHANT, "THERE'S NO PLACE LIKE HOME?"
HA-FLAMIN'-HA, KIDDO. HERE WE GO.
BELASCO -- HE SLIPPED BY ME!
ABORT THE SPELL -- AND YIELD --
-- OR SEE YOUR PRECIOUS "LITTLE SNOWFLAKE" TORN LIMB FROM LIMB!
ILLYANA!
I'VE GOT HER!
<PIOTR NIKOLIEVITCH -- HELP ME! HE'S -- HURTING ME!>


IT IS TOO LATE! WE ARE BACK ON OUR ISLAND!
KITTY, THE CIRCLE IS CLOSING--PULL HER THROUGH!
I'M TRYING--oh, NO!
I CAN'T FEEL ANYTHING! I'VE LOST HER!
WAIT! THERE SHE IS!
BUT BELASCO'S PULLING JUST AS HARD! HELP ME--ALL OF YOU--I'M NOT STRONG ENOUGH!
PULL!
WE DID IT!!
<ILLYANA NATALYANOVNA--BELOVED SISTER--WELCOME...>
<...HOME...?>
<PIOTR NIKOLIEVITCH, IS... IS THAT YOU? REALLY YOU??>
LATER...
MOIRA'S EXAMINED HER. SHE SAYS THE KID'S DEFINITELY ILLYANA...
... A PERFECTLY HEALTHY, PERFECTLY NORMAL...
...THIRTEEN YEAR OLD GIRL.
SHE WAS OUT OF KITTY'S GRIP FOR A SECOND, YET SOMEHOW, FOR ILLYANA, SEVEN YEARS PASSED.
WHAT AM I TO DO?
HOW CAN I FACE OUR PARENTS? WHAT...WHAT DO I TELL THEM?!
HARD AS THIS IS FOR YOU, PETER, THINK OF HOW ILLYANA MUST BE FEELING.


I HAVE DONE LITTLE ELSE, ORORO.
YOU KNOW, MY FRIENDS, SOMETIMES I WISH I HAD NEVER HEARD OF CHARLES XAVIER, OR THE X-MEN.
IT IS SO CRUEL, SO UNFAIR. CHILDHOOD SHOULD BE THE HAPPIEST OF TIMES--AND, IN A STROKE, ILLYANA HAS LOST THAT FOREVER.
WORSE, SHE HAS NOW SPENT HALF HER LIFE IN LIMBO--BUT WITH STORM, OR BELASCO? WHAT HAS SHE SEEN--WHAT HORRORS, ENDURED? SHOULD I WELCOME HER, COMFORT HER, LOVE HER--
--OR FEAR HER?
< WHO IS IT?! WHO'S THERE!?! >
< DON'T BE FRIGHTENED, LITTLE SNOWFLAKE. IT IS ONLY I. >
< PIOTR! >
< I WAS SO AFRAID! I THOUGHT YOU'D FORGOTTEN ME, THAT YOU WOULD HATE ME. IT'S BEEN SO LONG, I MISSED YOU SO MUCH--BUT I KNEW WE'D FIND EACH OTHER AGAIN AND THEN EVERYTHING WOULD BE ALL RIGHT... >
SHE BABBLES ON, EYES ALIGHT WITH JOY, AND HE LOVES EVERY WORD OF IT.
HE LETS HER TALK UNTIL FATIGUE FINALLY TAKES ITS TOLL AND SHE FALLS ASLEEP. THEN, WITH BROTHERLY TENDERNESS, HE TUCKS HER INTO BED...
...AND SLEEPS HIMSELF, BY HER SIDE, READY TO PROTECT HER SHOULD THE NEED ARISE.
SHE STIRS, A HAND UNFOLDING TO REVEAL AN ANCIENT, ORNATE MEDALLION.
SHE'S HAD IT FOR AS LONG AS SHE CAN REMEMBER.
IT'S HER SPECIAL TALISMAN--A GIFT, FROM ONE WHO SAID HE LOVED HER.
IT OPENS, AND IN THE DEEPEST RECESSES OF HER MIND, A VOICE IS HEARD:
"...WHEN YOU ARE GROWN INTO A WOMAN, AND HAVE LEARNED IN FULL MEASURE THE ARTS ARCANE, WHEN AT LAST THE BLOOD-STONES ARE IN THEIR PROPER PLACES...
"...YOU, ILLYANA, WILL ASCEND TO THE MOST GLORIOUS OF DESTINIES."
NEXT ISSUE: GOLD RUSH!

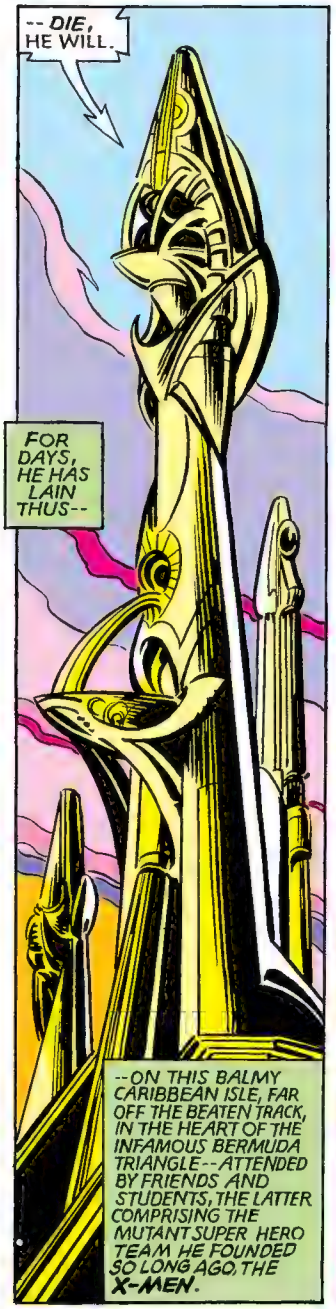
60¢
161
SEPT
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
™
COCKRUM / WACE

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

GOLD RUSH!
HIS FACE IS PLACID, ALMOST SERENE, BUT IN THE DEEPEST RECESSES OF HIS BRAIN, CHARLES XAVIER SCREAMS-- A NEVER-ENDING SHRIEK THAT MINGLES RAGE AND PAIN, AND A PRIMAL TERROR SUCH AS HE HAS NEVER KNOWN.
HE HAS FACED DEATH OFTEN IN HIS LIFE WITHOUT SUCH FEAR--BUT THIS IS WORSE.
SOMEHOW, AN ALIEN CONSCIOUSNESS HAS BECOME A PART OF HIM. HIS THOUGHTS, HIS MIND--HIS VERY SOUL-- ARE NO LONGER QUITE HIS OWN. BIT BY BIT, SECOND BY SECOND, THIS OTHER SELF IS STRIPPING HIM OF HIS HUMANITY AND, TRY AS HE MIGHT, WITH ALL HIS MIGHT...
... HE SEEMS UNABLE TO STOP IT.

CHRIS CLAREMONT writer | DAVE COCKRUM penciler & BOB WIACEK inker | TOM ORZECHOWSKI, letterer GLYNIS WEIN, colorist | LOUISE JONES editor | JIM SHOOTER editor-in-chief

Ach, MY FRIENDS, IS THERE NOTHING WE CAN DO?!
IF THERE WAS, ELF...
...DON'T'CHA THINK WE'D BE DOIN' IT?
THERE'S NO CHANGE, SIKORSKY.
IS TO BE EXPECTED, MOIRA-COLLEAGUE. DATA INDICATES--XAVIER'S PSYCHE, MOST FUNDAMENTAL LEVEL ON--A GREAT CONFLICT, RAGING IS. PRIZE IS HIS SANITY, LIFE ITSELF PERHAPS.
BUT XAVIER WARRIOR-LIKE FIGHTS. SURRENDER, REFUSES TO. BATTLE TOO LONG HAS LASTED, TOO MUCH OF BODY'S RESOURCES HAS DRAINED. IF RESOLVED IT IS NOT--AND SOON IT IS NOT--


--DIE, HE WILL.
FOR DAYS, HE HAS LAIN THUS--
--ON THIS BALMY CARIBBEAN ISLE, FAR OFF THE BEATEN TRACK, IN THE HEART OF THE INFAMOUS BERMUDA TRIANGLE--ATTENDED BY FRIENDS AND STUDENTS, THE LATTER COMPRISING THE MUTANT SUPER HERO TEAM HE FOUNDED SO LONG AGO, THE X-MEN.

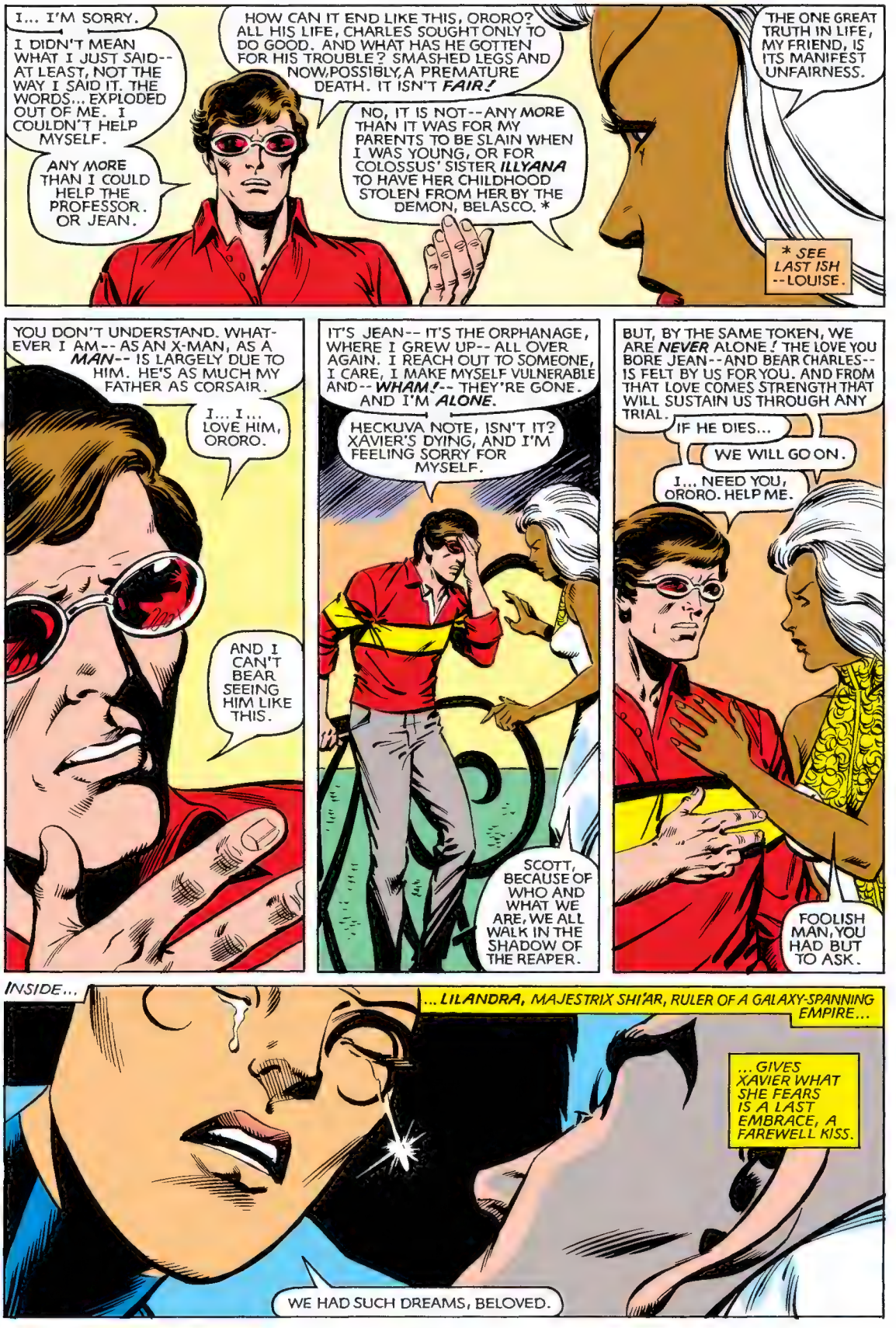
WE'VE TRIED EVERY MEANS POSSIBLE TO BRING HIM AROUND, SCOTT--INCLUDING A MINDPROBE BY ANOTHER TELEPATH. BUT THAT ATTEMPT NEARLY KILLED US ALL. CHARLES' PSIONIC DEFENSES WERE TOO STRONG.
HE SEIZED CONTROL OF THE LASS--
-- AND USED HER TO TRY TO DESTROY HIMSELF.

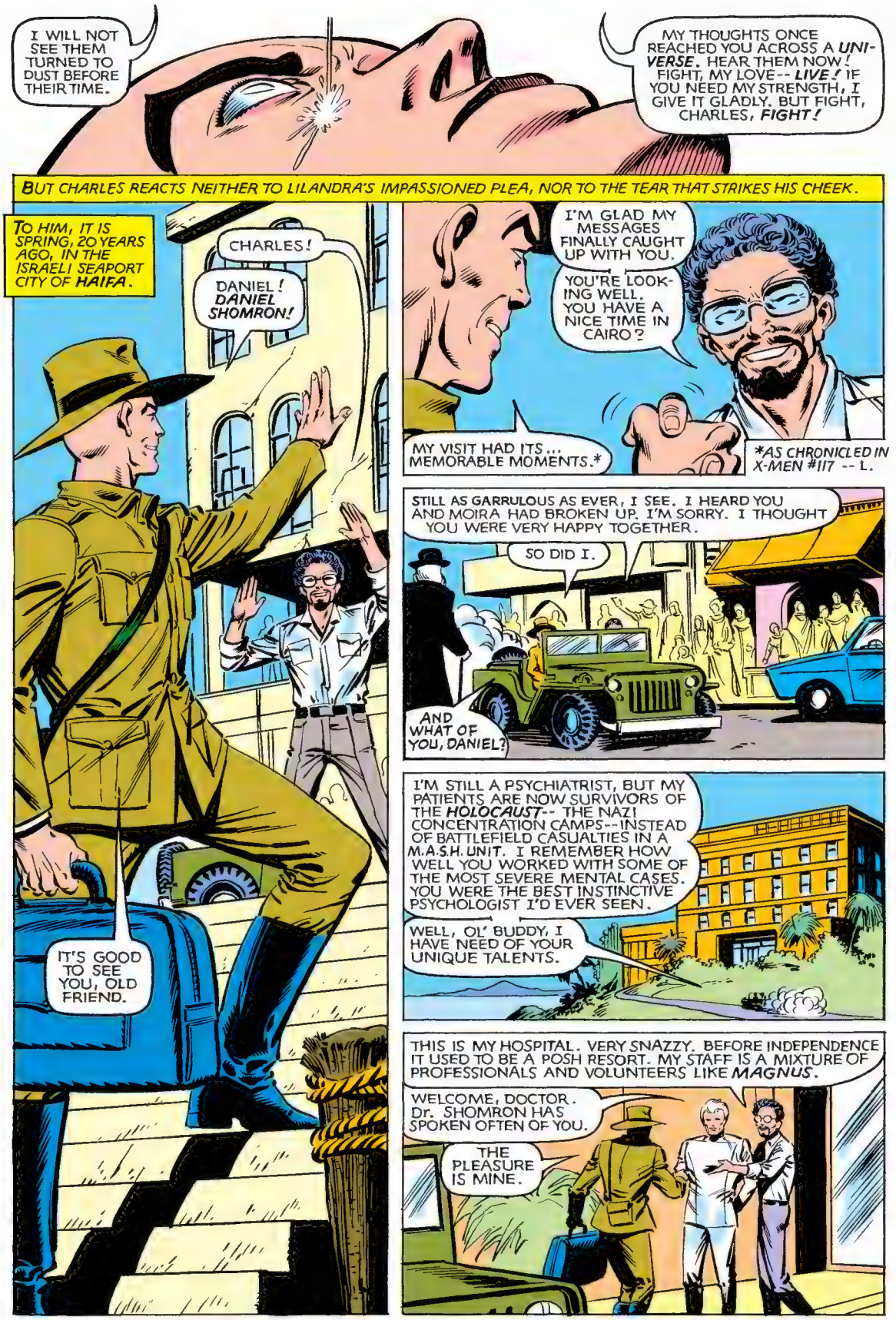
SUICIDE? HIM?! WHAT ARE YOU SAYING, MOIRA--THAT THERE'S NO HOPE?!
THERE'S ALWAYS HOPE.
SPARE ME THE HOMILIES, DOCTOR. UNDER THE CIRCUMSTANCES, THEY RING A LITTLE HOLLOW.

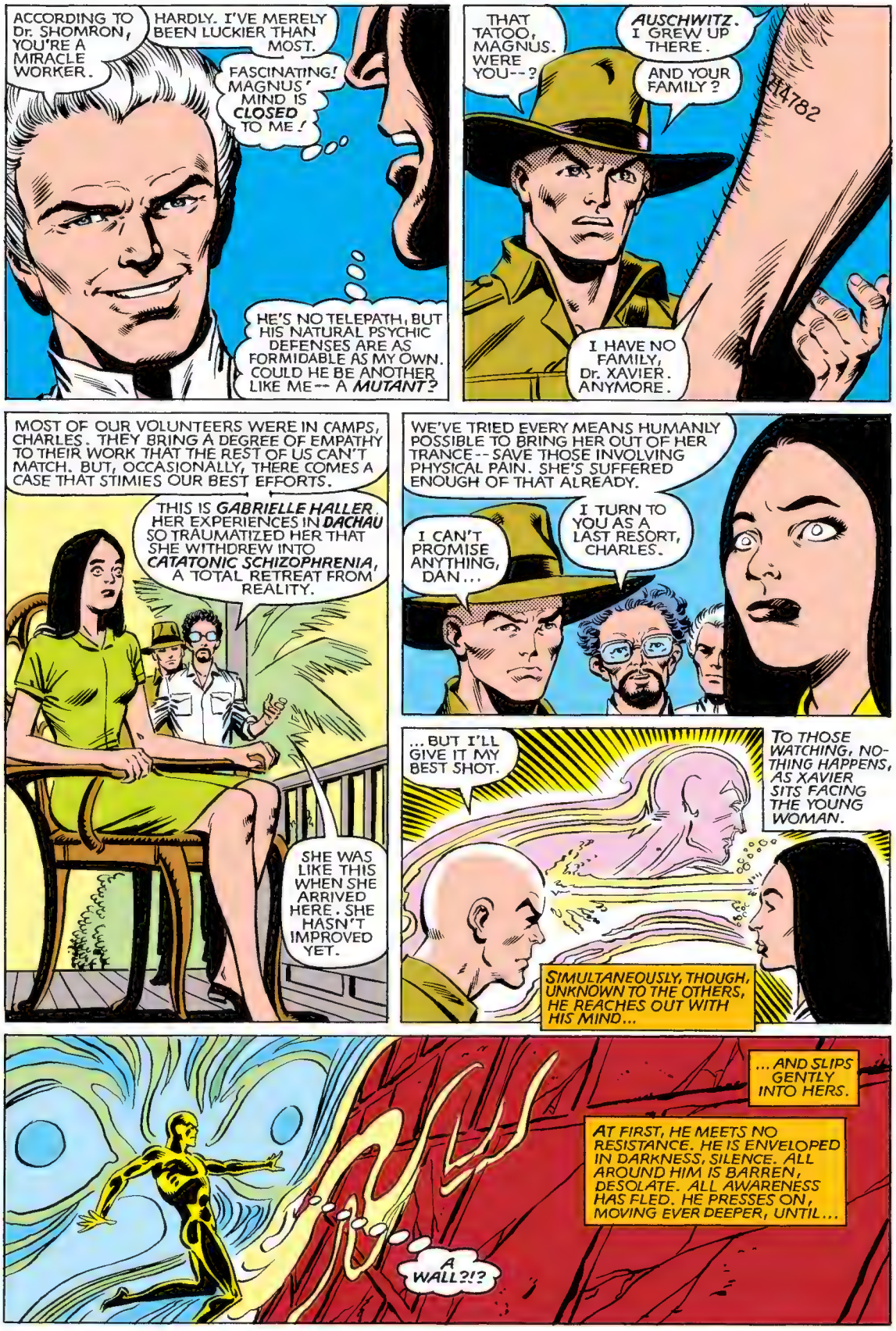
THIS IS AWFUL, LOGAN. I FEEL SO SAD.
BUT SCOTT SOUNDS FURIOUS--WHY?
HE'S BEEN THROUGH THIS BEFORE, KITTY--WITH JEAN GREY. IT'S A HARD THING FOR A MAN TO FACE--WATCHIN', WAITIN' HELPLESSLY WHILE SOMEONE YOU CARE FOR FIGHTS FOR THEIR LIFE--
--ESPECIALLY WHEN YOU FEEL AS DEEPLY AS SCOTTY DOES AN' TRY AS HARD TO HIDE THOSE FEELIN'S. IN THAT WAY, I GUESS HE'N I ARE A LOT ALIKE.

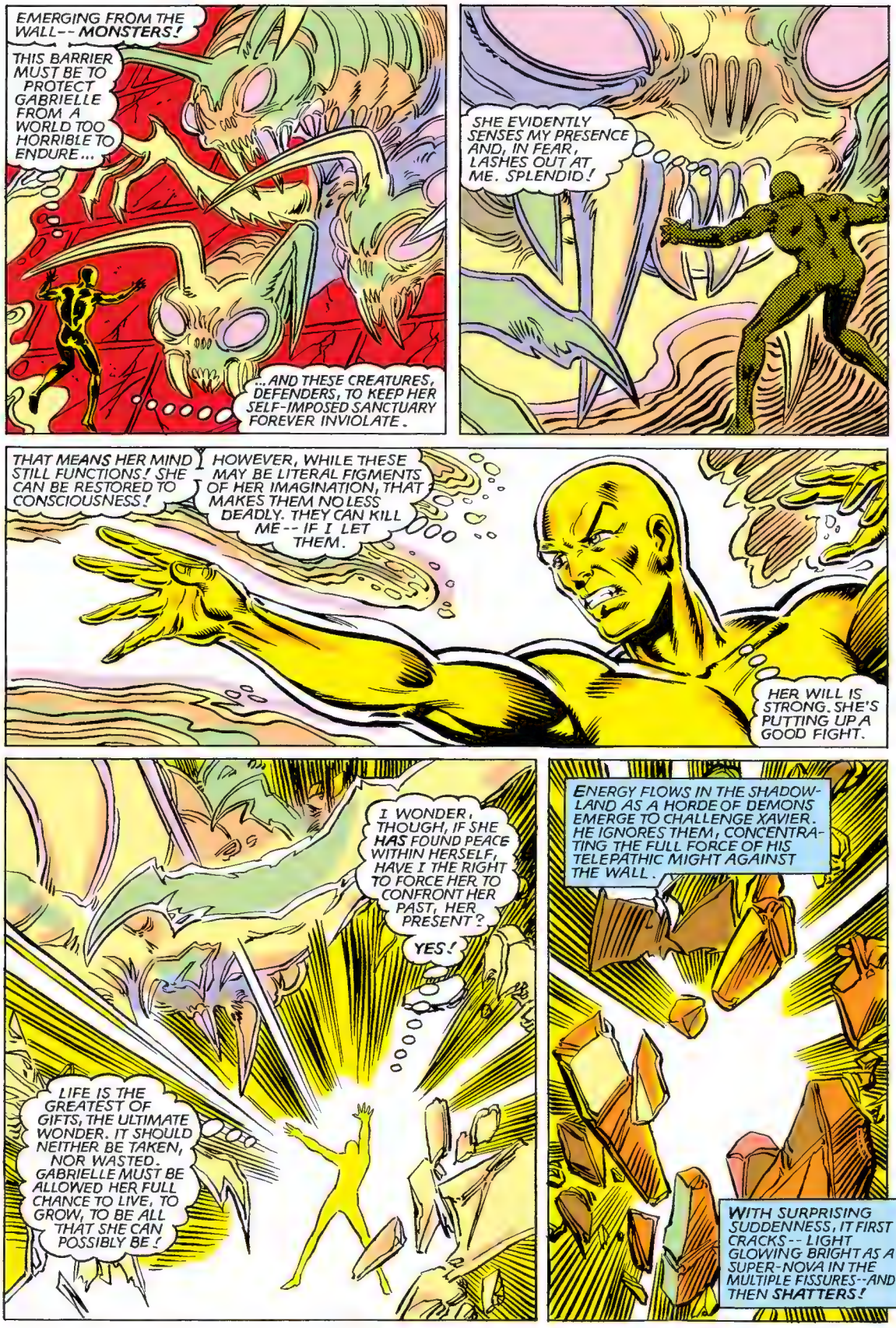
SCOTT...?
CORSAIR, LET ME BE THE ONE TO SPEAK WITH HIM.
HE'S MY SON, ORORO.
AND MY FRIEND. I DO NOT ASK THIS LIGHTLY.
ALL RIGHT, THEN. IF YOU THINK IT BEST.

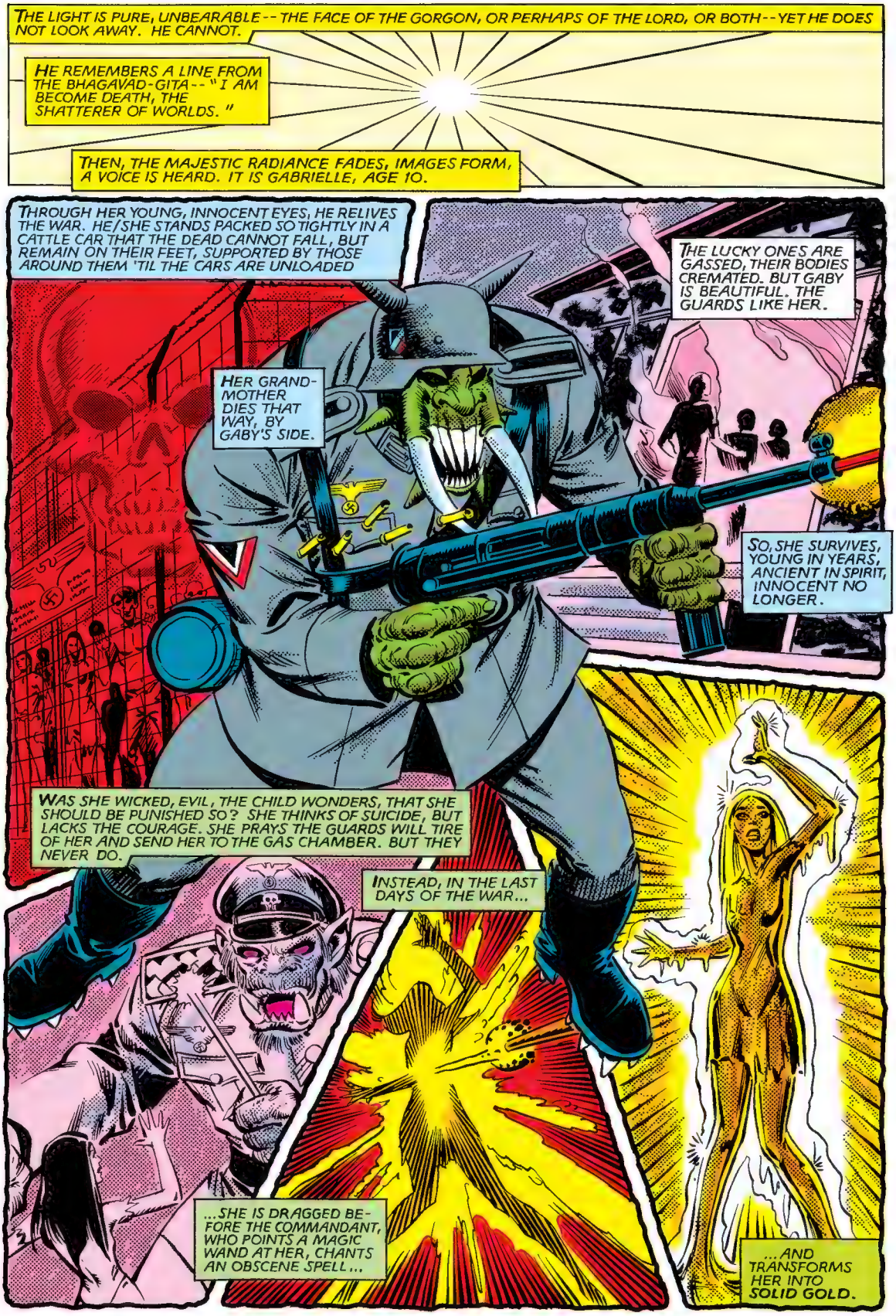
THAT'S A MAGNIFICENT SUNSET, STORM. DID YOU USE YOUR WEATHER POWERS TO ARRANGE IT?
I AM FLATTERED THAT YOU THINK ME CAPABLE OF SUCH BEAUTY, CYCLOPS--BUT ALAS, I HAD NO PART IN IT. THIS IS ENTIRELY NATURE'S HANDIWORK.
I MUST CONFESS THAT, IN SOME WAYS, I PREFER THIS ISLE TO OUR OLD HEADQUARTERS BACK IN NEW YORK.
WELL, THANKS TO YOU, WE MAY BE HERE QUITE A WHILE.
I BEG YOUR PARDON?
ON MY WAY OUT HERE, I PICKED UP THIS PAPER. THE HEADLINE SPEAKS FOR ITSELF.
THIS KIND OF PUBLICITY IS SOMETHING THE X-MEN CAN ILL AFFORD RIGHT NOW. FOR PITY'S SAKE, WOMAN, WE'RE SUPPOSED TO BE HEROES!
THE SITUATION IS INDEED REGRETTABLE, BUT IT COULD NOT BE AVOIDED.
DAILY BUGLE
MUTANTS WRECK PENTAGON
X-MEN IMPLICATED
SENATOR KELLY URGES INVESTIGATION
X-MEN MENACE
NEWS ANALYSIS BY J. JONAH JAMESON
OUR SECURITY WAS IN JEOPARDY. THE THREAT HAD TO BE DEALT WITH. QUICKLY. PERMANENTLY. THE NEED JUSTIFIED THE RISK.
THE X-MEN'S SECRET MAY BE SAFE, ORORO, BUT OUR REP COULDN'T BE WORSE. THE GOVERNMENT WAS ALREADY PARANOID ABOUT MUTANTS. THIS FIASCO'S MADE MATTERS INFINITELY WORSE.
ARE YOU SUGGESTING WE SHOULD HAVE DONE NOTHING?
A BETTER WAY SHOULD HAVE BEEN FOUND TO ACCOMPLISH THE MISSION. I SHOULD'VE BEEN CONSULTED.
I AM TEAM LEADER, SCOTT, NOT YOU.
THEN PERHAPS IT'S TIME I TOOK MY OLD JOB BACK.
IF YOU WISH TO RECLAIM THAT POSITION, CYCLOPS, ALL YOU NEED DO--
IS ASK FOR IT!
ORORO, WAIT!
WHY?
DON'T GO! PLEASE!
YOU HAVE SOMETHING TO SAY?

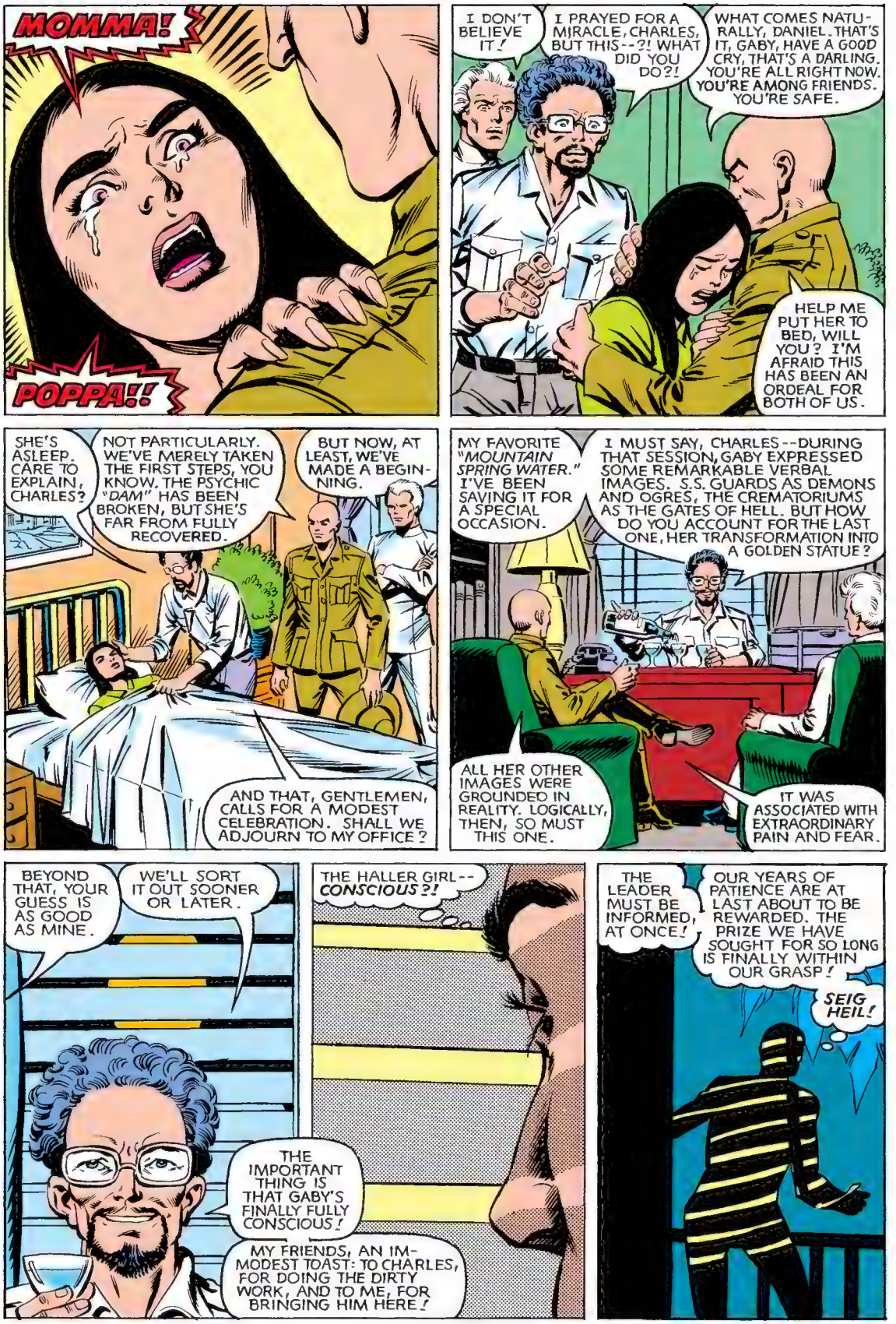

I... I'M SORRY.
I DIDN'T MEAN WHAT I JUST SAID--AT LEAST, NOT THE WAY I SAID IT. THE WORDS... EXPLODED OUT OF ME. I COULDN'T HELP MYSELF.
ANY MORE THAN I COULD HELP THE PROFESSOR. OR JEAN.
HOW CAN IT END LIKE THIS, ORORO? ALL HIS LIFE, CHARLES SOUGHT ONLY TO DO GOOD. AND WHAT HAS HE GOTTEN FOR HIS TROUBLE? SMASHED LEGS AND NOW,POSSIBLY,A PREMATURE DEATH. IT ISN'T FAIR!
NO, IT IS NOT--ANY MORE THAN IT WAS FOR MY PARENTS TO BE SLAIN WHEN I WAS YOUNG, OR FOR COLOSSUS' SISTER ILLYANA TO HAVE HER CHILDHOOD STOLEN FROM HER BY THE DEMON, BELASCO. *
THE ONE GREAT TRUTH IN LIFE, MY FRIEND, IS ITS MANIFEST UNFAIRNESS.
* SEE LAST ISH --LOUISE.
YOU DON'T UNDERSTAND. WHATEVER I AM-- AS AN X-MAN, AS A MAN-- IS LARGELY DUE TO HIM. HE'S AS MUCH MY FATHER AS CORSAIR.
I... I... LOVE HIM, ORORO.
AND I CAN'T BEAR SEEING HIM LIKE THIS.
IT'S JEAN-- IT'S THE ORPHANAGE, WHERE I GREW UP-- ALL OVER AGAIN. I REACH OUT TO SOMEONE, I CARE, I MAKE MYSELF VULNERABLE AND-- WHAM!-- THEY'RE GONE. AND I'M ALONE.
HECKUVA NOTE, ISN'T IT? XAVIER'S DYING, AND I'M FEELING SORRY FOR MYSELF.
SCOTT, BECAUSE OF WHO AND WHAT WE ARE, WE ALL WALK IN THE SHADOW OF THE REAPER.
BUT, BY THE SAME TOKEN, WE ARE NEVER ALONE! THE LOVE YOU BORE JEAN--AND BEAR CHARLES--IS FELT BY US FOR YOU. AND FROM THAT LOVE COMES STRENGTH THAT WILL SUSTAIN US THROUGH ANY TRIAL.
IF HE DIES...
WE WILL GO ON.
I... NEED YOU, ORORO. HELP ME.
FOOLISH MAN, YOU HAD BUT TO ASK.
INSIDE...
...LILANDRA, MAJESTRIX SHI'AR, RULER OF A GALAXY-SPANNING EMPIRE...
...GIVES XAVIER WHAT SHE FEARS IS A LAST EMBRACE, A FAREWELL KISS.
WE HAD SUCH DREAMS, BELOVED.

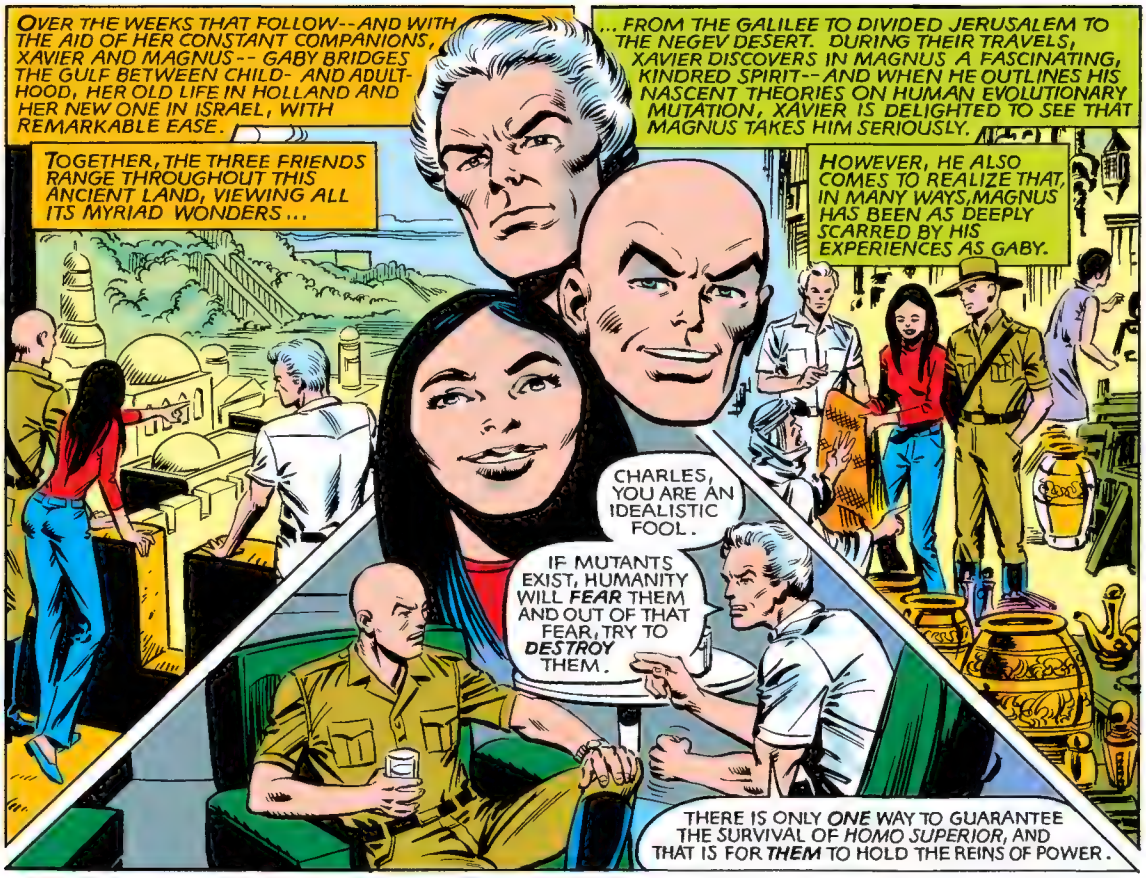

I WILL NOT SEE THEM TURNED TO DUST BEFORE THEIR TIME.
MY THOUGHTS ONCE REACHED YOU ACROSS A UNIVERSE. HEAR THEM NOW! FIGHT, MY LOVE-- LIVE! IF YOU NEED MY STRENGTH, I GIVE IT GLADLY. BUT FIGHT, CHARLES, FIGHT!
BUT CHARLES REACTS NEITHER TO LILANDRA'S IMPASSIONED PLEA, NOR TO THE TEAR THAT STRIKES HIS CHEEK.
TO HIM, IT IS SPRING, 20 YEARS AGO, IN THE ISRAELI SEAPORT CITY OF HAIFA.
CHARLES!
DANIEL! DANIEL SHOMRON!
IT'S GOOD TO SEE YOU, OLD FRIEND.
I'M GLAD MY MESSAGES FINALLY CAUGHT UP WITH YOU.
YOU'RE LOOKING WELL. YOU HAVE A NICE TIME IN CAIRO?
MY VISIT HAD ITS... MEMORABLE MOMENTS.*
*AS CHRONICLED IN X-MEN #117 -- L.
STILL AS GARRULOUS AS EVER, I SEE. I HEARD YOU AND MOIRA HAD BROKEN UP. I'M SORRY. I THOUGHT YOU WERE VERY HAPPY TOGETHER.
SO DID I.
AND WHAT OF YOU, DANIEL?
I'M STILL A PSYCHIATRIST, BUT MY PATIENTS ARE NOW SURVIVORS OF THE HOLOCAUST-- THE NAZI CONCENTRATION CAMPS--INSTEAD OF BATTLEFIELD CASUALTIES IN A M.A.S.H. UNIT. I REMEMBER HOW WELL YOU WORKED WITH SOME OF THE MOST SEVERE MENTAL CASES. YOU WERE THE BEST INSTINCTIVE PSYCHOLOGIST I'D EVER SEEN.
WELL, OL' BUDDY, I HAVE NEED OF YOUR UNIQUE TALENTS.
THIS IS MY HOSPITAL. VERY SNAZZY. BEFORE INDEPENDENCE IT USED TO BE A POSH RESORT. MY STAFF IS A MIXTURE OF PROFESSIONALS AND VOLUNTEERS LIKE MAGNUS.
WELCOME, DOCTOR. Dr. SHOMRON HAS SPOKEN OFTEN OF YOU.
THE PLEASURE IS MINE.

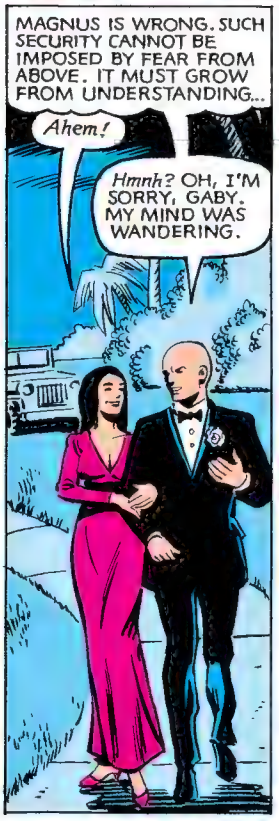

ACCORDING TO Dr. SHOMRON, YOU'RE A MIRACLE WORKER.
HARDLY. I'VE MERELY BEEN LUCKIER THAN MOST.
FASCINATING! MAGNUS' MIND IS CLOSED TO ME!
HE'S NO TELEPATH, BUT HIS NATURAL PSYCHIC DEFENSES ARE AS FORMIDABLE AS MY OWN. COULD HE BE ANOTHER LIKE ME-- A MUTANT?
THAT TATOO, MAGNUS. WERE YOU--?
AUSCHWITZ. I GREW UP THERE.
AND YOUR FAMILY?
I HAVE NO FAMILY, Dr. XAVIER. ANYMORE.
MOST OF OUR VOLUNTEERS WERE IN CAMPS, CHARLES. THEY BRING A DEGREE OF EMPATHY TO THEIR WORK THAT THE REST OF US CAN'T MATCH. BUT, OCCASIONALLY, THERE COMES A CASE THAT STIMIES OUR BEST EFFORTS.
THIS IS GABRIELLE HALLER. HER EXPERIENCES IN DACHAU SO TRAUMATIZED HER THAT SHE WITHDREW INTO CATATONIC SCHIZOPHRENIA, A TOTAL RETREAT FROM REALITY.
SHE WAS LIKE THIS WHEN SHE ARRIVED HERE. SHE HASN'T IMPROVED YET.
WE'VE TRIED EVERY MEANS HUMANLY POSSIBLE TO BRING HER OUT OF HER TRANCE-- SAVE THOSE INVOLVING PHYSICAL PAIN. SHE'S SUFFERED ENOUGH OF THAT ALREADY.
I CAN'T PROMISE ANYTHING, DAN...
I TURN TO YOU AS A LAST RESORT, CHARLES.
...BUT I'LL GIVE IT MY BEST SHOT.
TO THOSE WATCHING, NOTHING HAPPENS, AS XAVIER SITS FACING THE YOUNG WOMAN.
SIMULTANEOUSLY, THOUGH, UNKNOWN TO THE OTHERS, HE REACHES OUT WITH HIS MIND...
...AND SLIPS GENTLY INTO HERS.
AT FIRST, HE MEETS NO RESISTANCE. HE IS ENVELOPED IN DARKNESS, SILENCE. ALL AROUND HIM IS BARREN, DESOLATE. ALL AWARENESS HAS FLED. HE PRESSES ON, MOVING EVER DEEPER, UNTIL...
A WALL?!?


EMERGING FROM THE WALL-- MONSTERS!
THIS BARRIER MUST BE TO PROTECT GABRIELLE FROM A WORLD TOO HORRIBLE TO ENDURE...
...AND THESE CREATURES, DEFENDERS, TO KEEP HER SELF-IMPOSED SANCTUARY FOREVER INVIOLATE.
SHE EVIDENTLY SENSES MY PRESENCE AND, IN FEAR, LASHES OUT AT ME. SPLENDID!
THAT MEANS HER MIND STILL FUNCTIONS! SHE CAN BE RESTORED TO CONSCIOUSNESS!
HOWEVER, WHILE THESE MAY BE LITERAL FIGMENTS OF HER IMAGINATION, THAT MAKES THEM NO LESS DEADLY. THEY CAN KILL ME -- IF I LET THEM.
HER WILL IS STRONG. SHE'S PUTTING UP A GOOD FIGHT.
I WONDER, THOUGH, IF SHE HAS FOUND PEACE WITHIN HERSELF, HAVE I THE RIGHT TO FORCE HER TO CONFRONT HER PAST, HER PRESENT?
YES!
LIFE IS THE GREATEST OF GIFTS, THE ULTIMATE WONDER. IT SHOULD NEITHER BE TAKEN, NOR WASTED. GABRIELLE MUST BE ALLOWED HER FULL CHANCE TO LIVE, TO GROW, TO BE ALL THAT SHE CAN POSSIBLY BE!
ENERGY FLOWS IN THE SHADOW-LAND AS A HORDE OF DEMONS EMERGE TO CHALLENGE XAVIER. HE IGNORES THEM, CONCENTRATING THE FULL FORCE OF HIS TELEPATHIC MIGHT AGAINST THE WALL.
WITH SURPRISING SUDDENNESS, IT FIRST CRACKS -- LIGHT GLOWING BRIGHT AS A SUPER-NOVA IN THE MULTIPLE FISSURES--AND THEN SHATTERS!


THE LIGHT IS PURE, UNBEARABLE -- THE FACE OF THE GORGON, OR PERHAPS OF THE LORD, OR BOTH -- YET HE DOES NOT LOOK AWAY. HE CANNOT.
HE REMEMBERS A LINE FROM THE BHAGAVAD-GITA -- "I AM BECOME DEATH, THE SHATTERER OF WORLDS."
THEN, THE MAJESTIC RADIANCE FADES, IMAGES FORM, A VOICE IS HEARD. IT IS GABRIELLE, AGE 10.
THROUGH HER YOUNG, INNOCENT EYES, HE RELIVES THE WAR. HE/SHE STANDS PACKED SO TIGHTLY IN A CATTLE CAR THAT THE DEAD CANNOT FALL, BUT REMAIN ON THEIR FEET, SUPPORTED BY THOSE AROUND THEM 'TIL THE CARS ARE UNLOADED
HER GRANDMOTHER DIES THAT WAY, BY GABY'S SIDE.
THE LUCKY ONES ARE GASSED, THEIR BODIES CREMATED. BUT GABY IS BEAUTIFUL. THE GUARDS LIKE HER.
SO, SHE SURVIVES, YOUNG IN YEARS, ANCIENT IN SPIRIT, INNOCENT NO LONGER.
WAS SHE WICKED, EVIL, THE CHILD WONDERS, THAT SHE SHOULD BE PUNISHED SO? SHE THINKS OF SUICIDE, BUT LACKS THE COURAGE. SHE PRAYS THE GUARDS WILL TIRE OF HER AND SEND HER TO THE GAS CHAMBER. BUT THEY NEVER DO.
INSTEAD, IN THE LAST DAYS OF THE WAR...
...SHE IS DRAGGED BEFORE THE COMMANDANT, WHO POINTS A MAGIC WAND AT HER, CHANTS AN OBSCENE SPELL...
...AND TRANSFORMS HER INTO SOLID GOLD.


MOMMA!
POPPA!!
I DON'T BELIEVE IT!
I PRAYED FOR A MIRACLE, CHARLES, BUT THIS--?! WHAT DID YOU DO?!
WHAT COMES NATURALLY, DANIEL. THAT'S IT, GABY, HAVE A GOOD CRY, THAT'S A DARLING. YOU'RE ALL RIGHT NOW. YOU'RE AMONG FRIENDS. YOU'RE SAFE.
HELP ME PUT HER TO BED, WILL YOU? I'M AFRAID THIS HAS BEEN AN ORDEAL FOR BOTH OF US.
SHE'S ASLEEP. CARE TO EXPLAIN, CHARLES?
NOT PARTICULARLY. WE'VE MERELY TAKEN THE FIRST STEPS, YOU KNOW. THE PSYCHIC "DAM" HAS BEEN BROKEN, BUT SHE'S FAR FROM FULLY RECOVERED.
BUT NOW, AT LEAST, WE'VE MADE A BEGINNING.
AND THAT, GENTLEMEN, CALLS FOR A MODEST CELEBRATION. SHALL WE ADJOURN TO MY OFFICE?
MY FAVORITE "MOUNTAIN SPRING WATER." I'VE BEEN SAVING IT FOR A SPECIAL OCCASION.
I MUST SAY, CHARLES--DURING THAT SESSION, GABY EXPRESSED SOME REMARKABLE VERBAL IMAGES. S.S. GUARDS AS DEMONS AND OGRES, THE CREMATORIUMS AS THE GATES OF HELL. BUT HOW DO YOU ACCOUNT FOR THE LAST ONE, HER TRANSFORMATION INTO A GOLDEN STATUE?
ALL HER OTHER IMAGES WERE GROUNDED IN REALITY. LOGICALLY, THEN, SO MUST THIS ONE.
IT WAS ASSOCIATED WITH EXTRAORDINARY PAIN AND FEAR.
BEYOND THAT, YOUR GUESS IS AS GOOD AS MINE.
WE'LL SORT IT OUT SOONER OR LATER.
THE IMPORTANT THING IS THAT GABY'S FINALLY FULLY CONSCIOUS!
MY FRIENDS, AN IMMODEST TOAST: TO CHARLES, FOR DOING THE DIRTY WORK, AND TO ME, FOR BRINGING HIM HERE!
THE HALLER GIRL--CONSCIOUS?!
THE LEADER MUST BE INFORMED, AT ONCE!
OUR YEARS OF PATIENCE ARE AT LAST ABOUT TO BE REWARDED. THE PRIZE WE HAVE SOUGHT FOR SO LONG IS FINALLY WITHIN OUR GRASP!
SEIG HEIL!

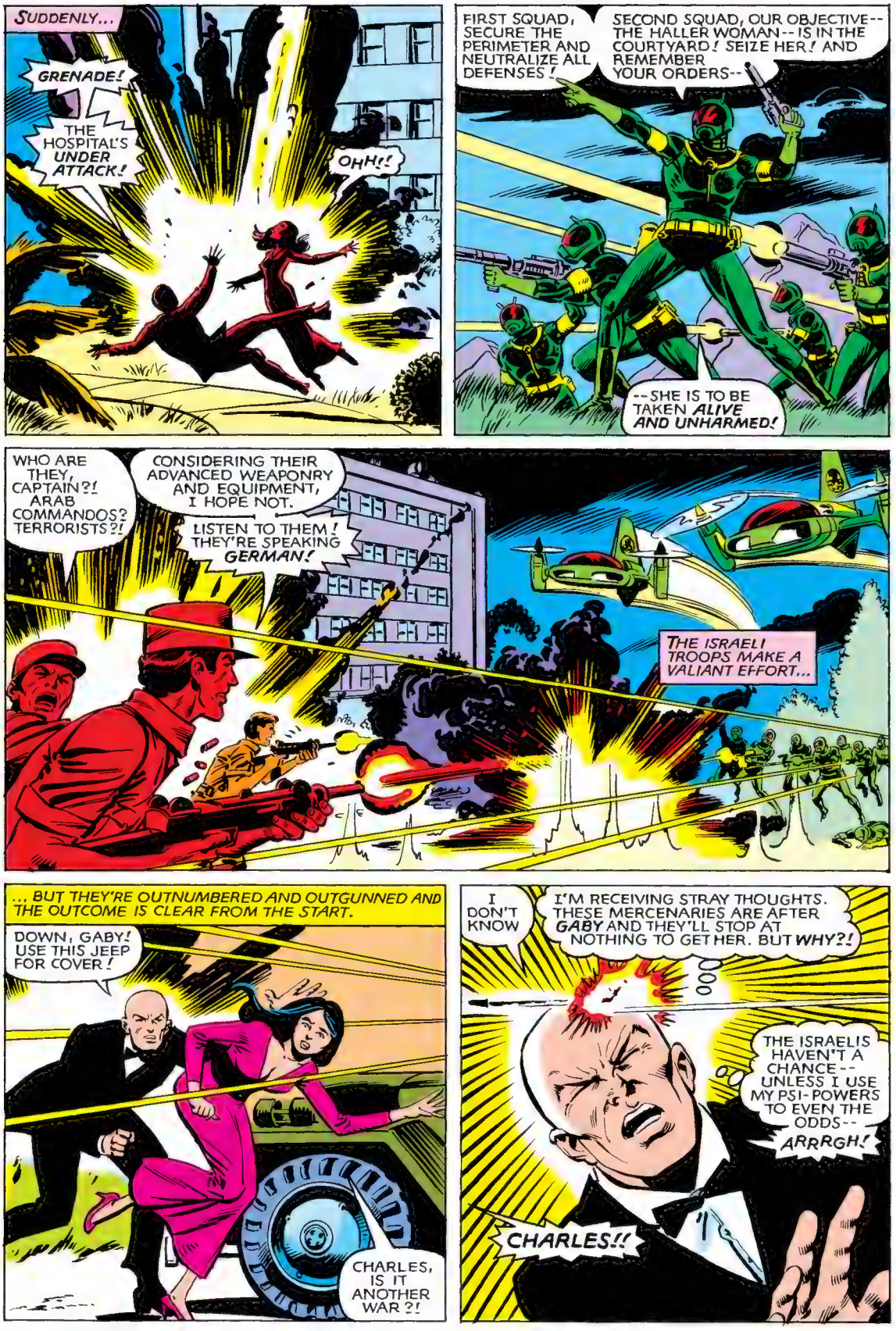

OVER THE WEEKS THAT FOLLOW--AND WITH THE AID OF HER CONSTANT COMPANIONS, XAVIER AND MAGNUS-- GABY BRIDGES THE GULF BETWEEN CHILD- AND ADULT-HOOD, HER OLD LIFE IN HOLLAND AND HER NEW ONE IN ISRAEL, WITH REMARKABLE EASE.
... FROM THE GALILEE TO DIVIDED JERUSALEM TO THE NEGEV DESERT. DURING THEIR TRAVELS, XAVIER DISCOVERS IN MAGNUS A FASCINATING, KINDRED SPIRIT-- AND WHEN HE OUTLINES HIS NASCENT THEORIES ON HUMAN EVOLUTIONARY MUTATION, XAVIER IS DELIGHTED TO SEE THAT MAGNUS TAKES HIM SERIOUSLY.
TOGETHER, THE THREE FRIENDS RANGE THROUGHOUT THIS ANCIENT LAND, VIEWING ALL ITS MYRIAD WONDERS...
HOWEVER, HE ALSO COMES TO REALIZE THAT, IN MANY WAYS, MAGNUS HAS BEEN AS DEEPLY SCARRED BY HIS EXPERIENCES AS GABY.
CHARLES, YOU ARE AN IDEALISTIC FOOL.
IF MUTANTS EXIST, HUMANITY WILL FEAR THEM AND OUT OF THAT FEAR, TRY TO DESTROY THEM.
THERE IS ONLY ONE WAY TO GUARANTEE THE SURVIVAL OF HOMO SUPERIOR, AND THAT IS FOR THEM TO HOLD THE REINS OF POWER.

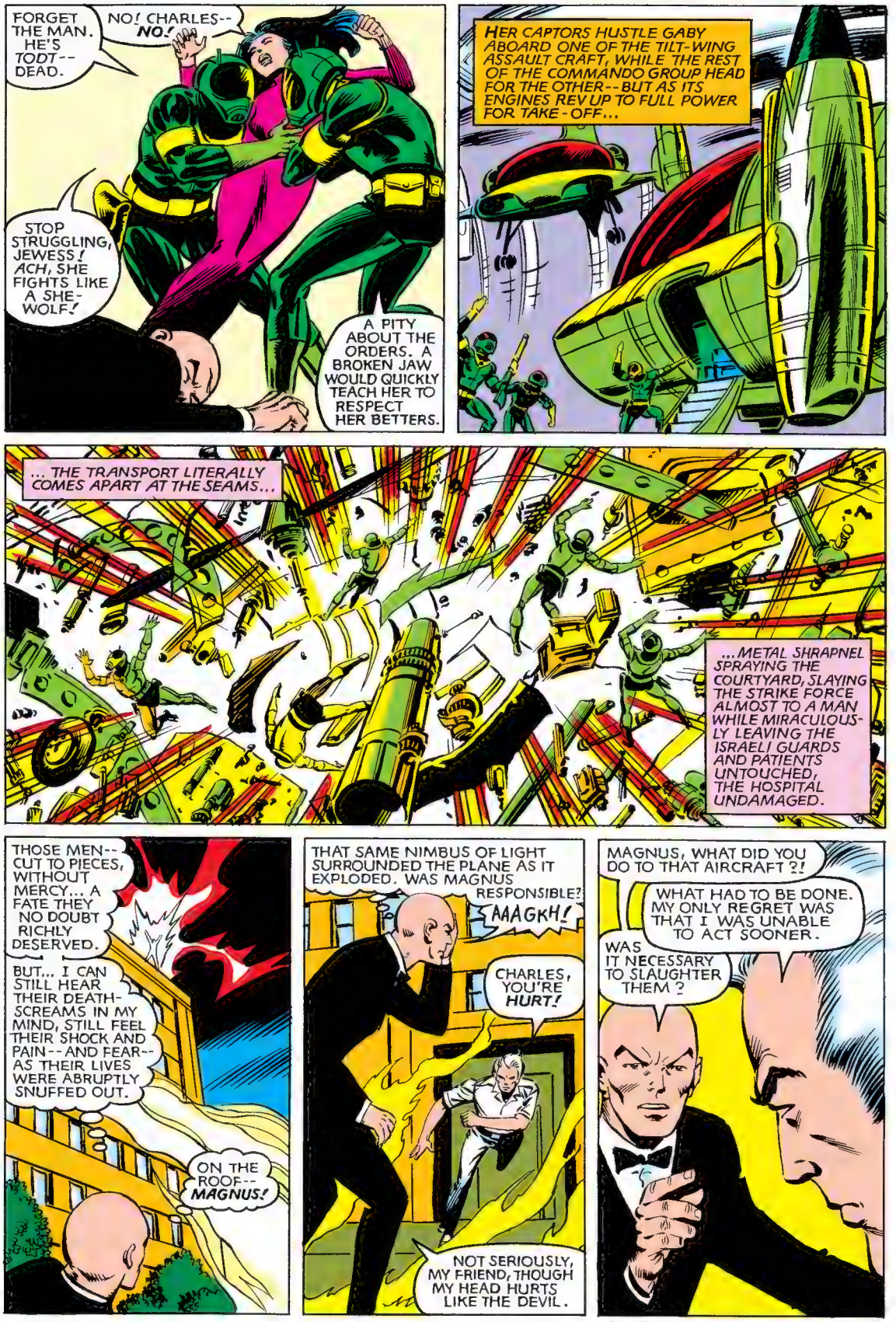

MAGNUS IS WRONG. SUCH SECURITY CANNOT BE IMPOSED BY FEAR FROM ABOVE. IT MUST GROW FROM UNDERSTANDING...
Ahem!
Hmnh? OH, I'M SORRY, GABY. MY MIND WAS WANDERING.

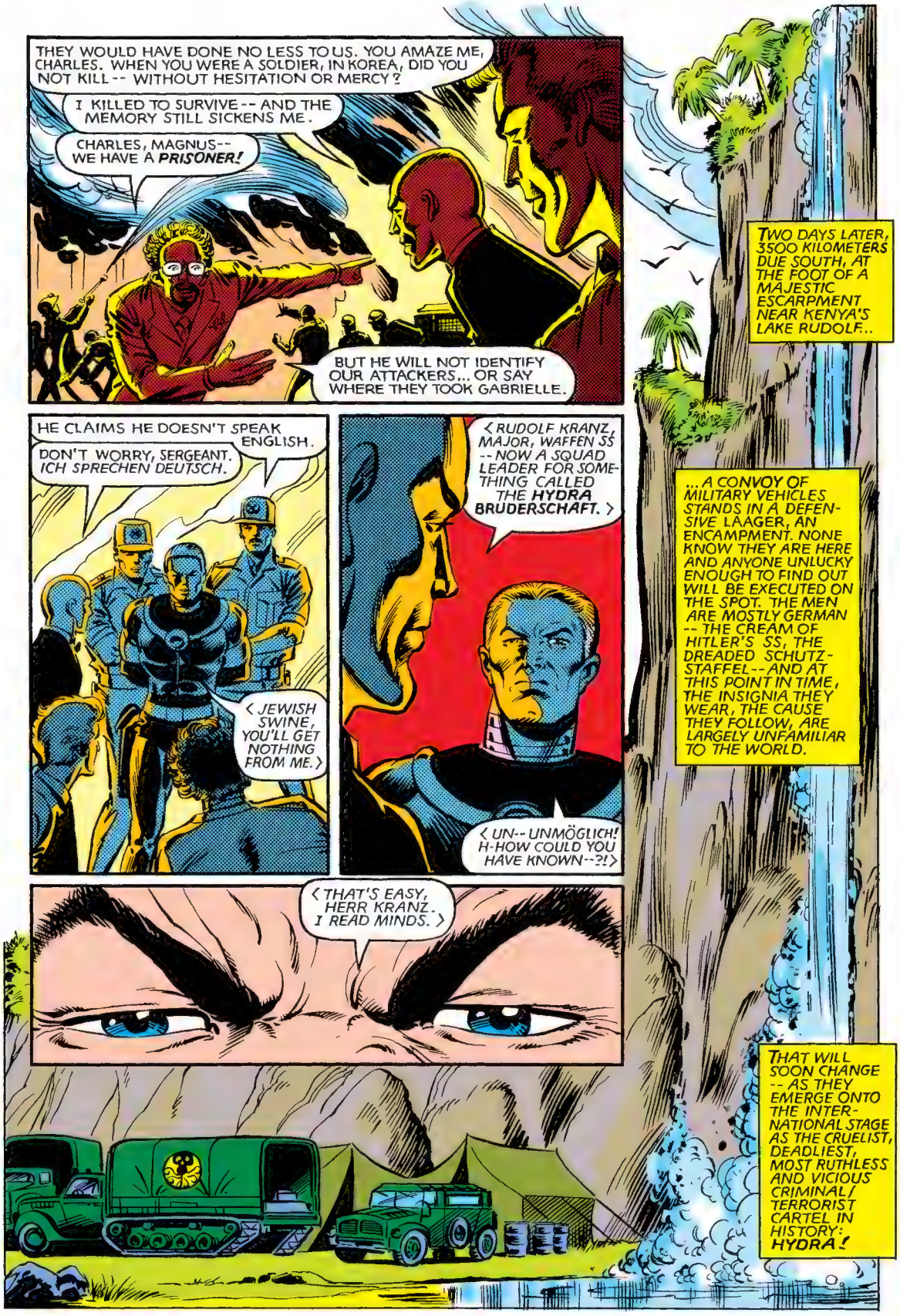
THEN I'LL HAVE TO USE ALL MY FEMININE WILES...
... TO ATTRACT ITS ATTENTION.
Ahhh, GABY, YOU BELIEVE YOU'RE IN LOVE WITH ME.

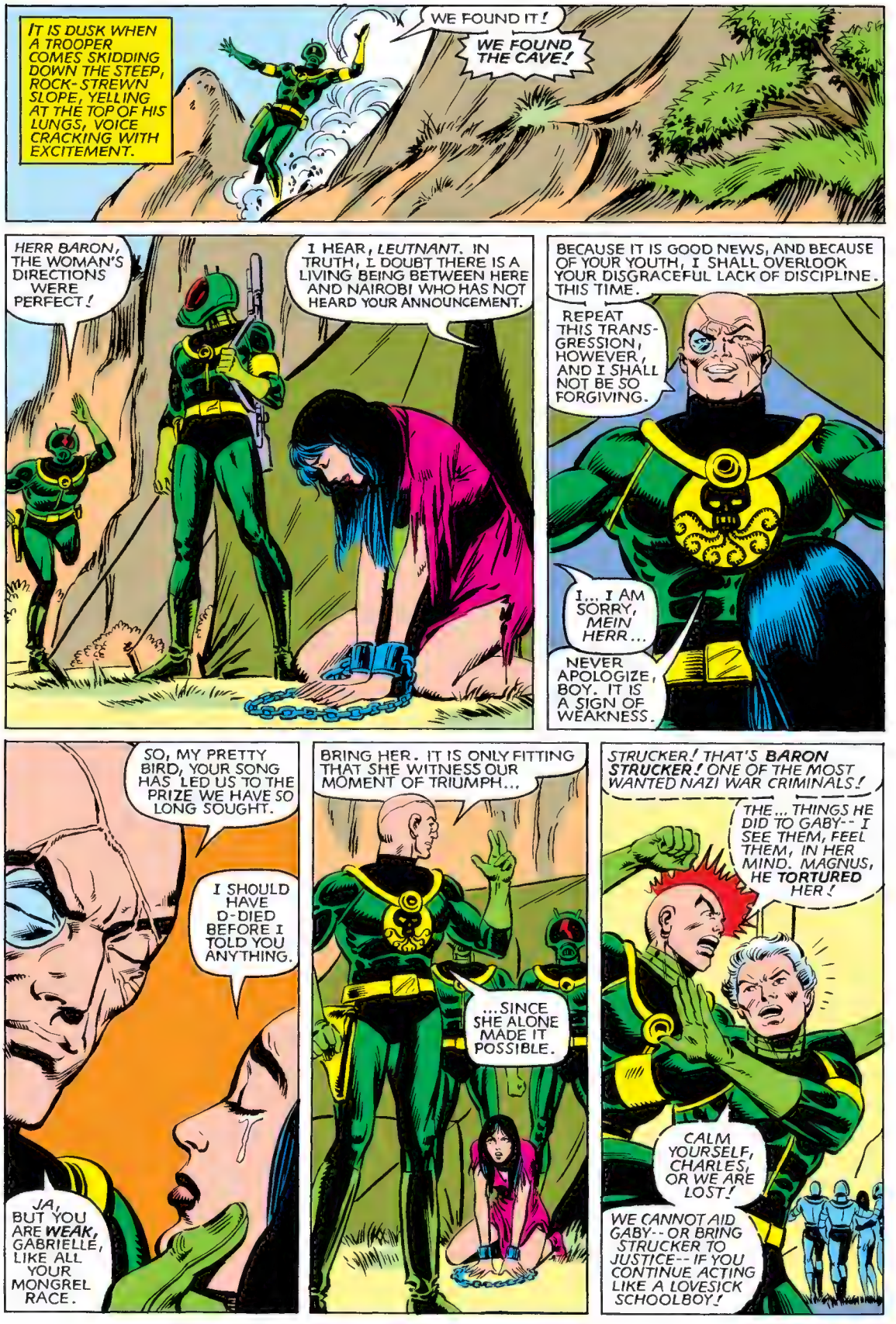
BUT YOU AREN'T. NOT REALLY. AND YET, YOUR NEED TO LOVE AND BE LOVED... IS AS GENUINE, AS GREAT, AS MY OWN.
I OWE YOU EVERYTHING, DEAR CHARLES. BUT I HAVE NO MEANS OF RE-PAYING YOU...

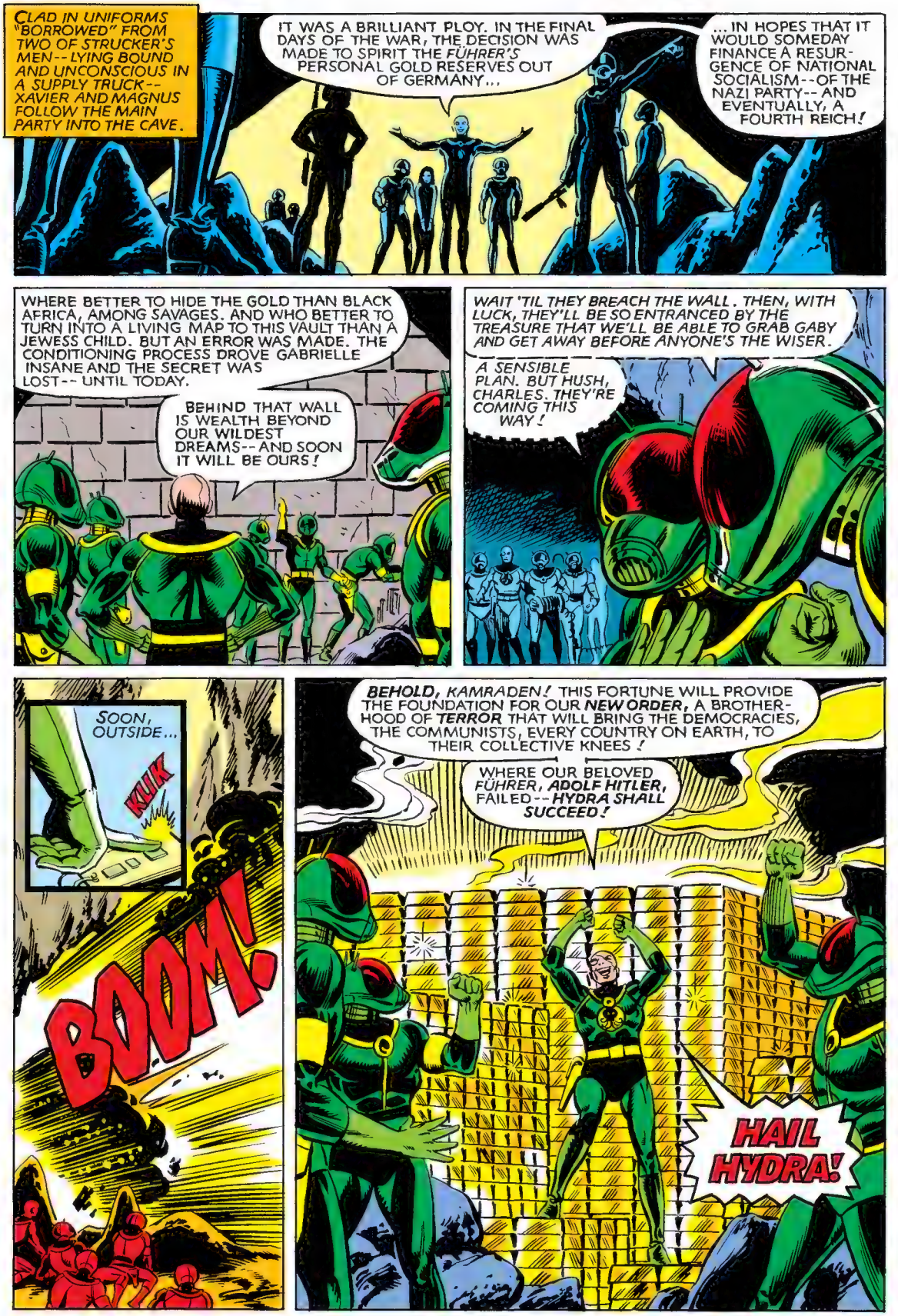
... SAVE THIS.
I SHOULD NOT DO THIS. BUT IF IT MAKES US BOTH HAPPY AND BRINGS US THE SOLACE WE SEEK...
...WHAT THEN IS THE HARM?


SUDDENLY...
GRENADE!
THE HOSPITAL'S UNDER ATTACK!
OHH!!
FIRST SQUAD, SECURE THE PERIMETER AND NEUTRALIZE ALL DEFENSES!
SECOND SQUAD, OUR OBJECTIVE--THE HALLER WOMAN--IS IN THE COURTYARD! SEIZE HER! AND REMEMBER YOUR ORDERS--
--SHE IS TO BE TAKEN ALIVE AND UNHARMED!
WHO ARE THEY, CAPTAIN?! ARAB COMMANDOS? TERRORISTS?!
CONSIDERING THEIR ADVANCED WEAPONRY AND EQUIPMENT, I HOPE NOT.
LISTEN TO THEM! THEY'RE SPEAKING GERMAN!
THE ISRAELI TROOPS MAKE A VALIANT EFFORT...
... BUT THEY'RE OUTNUMBERED AND OUTGUNNED AND THE OUTCOME IS CLEAR FROM THE START.
DOWN, GABY! USE THIS JEEP FOR COVER!
CHARLES, IS IT ANOTHER WAR?!
I DON'T KNOW
I'M RECEIVING STRAY THOUGHTS. THESE MERCENARIES ARE AFTER GABY AND THEY'LL STOP AT NOTHING TO GET HER. BUT WHY?!
THE ISRAELIS HAVEN'T A CHANCE--UNLESS I USE MY PSI-POWERS TO EVEN THE ODDS--
ARRRGH!
CHARLES!!


FORGET THE MAN. HE'S TODT-- DEAD.
NO! CHARLES-- NO!
STOP STRUGGLING, JEWESS! ACH, SHE FIGHTS LIKE A SHE-WOLF!
A PITY ABOUT THE ORDERS. A BROKEN JAW WOULD QUICKLY TEACH HER TO RESPECT HER BETTERS.
HER CAPTORS HUSTLE GABY ABOARD ONE OF THE TILT-WING ASSAULT CRAFT, WHILE THE REST OF THE COMMANDO GROUP HEAD FOR THE OTHER--BUT AS ITS ENGINES REV UP TO FULL POWER FOR TAKE-OFF...
...THE TRANSPORT LITERALLY COMES APART AT THE SEAMS...
...METAL SHRAPNEL SPRAYING THE COURTYARD, SLAYING THE STRIKE FORCE ALMOST TO A MAN WHILE MIRACULOUSLY LEAVING THE ISRAELI GUARDS AND PATIENTS UNTOUCHED, THE HOSPITAL UNDAMAGED.
THOSE MEN-- CUT TO PIECES, WITHOUT MERCY... A FATE THEY NO DOUBT RICHLY DESERVED.
BUT... I CAN STILL HEAR THEIR DEATH-SCREAMS IN MY MIND, STILL FEEL THEIR SHOCK AND PAIN--AND FEAR-- AS THEIR LIVES WERE ABRUPTLY SNUFFED OUT.
ON THE ROOF-- MAGNUS!
THAT SAME NIMBUS OF LIGHT SURROUNDED THE PLANE AS IT EXPLODED. WAS MAGNUS RESPONSIBLE?
AAAGKH!
CHARLES, YOU'RE HURT!
NOT SERIOUSLY, MY FRIEND, THOUGH MY HEAD HURTS LIKE THE DEVIL.
MAGNUS, WHAT DID YOU DO TO THAT AIRCRAFT?!
WHAT HAD TO BE DONE. MY ONLY REGRET WAS THAT I WAS UNABLE TO ACT SOONER.
WAS IT NECESSARY TO SLAUGHTER THEM?


THEY WOULD HAVE DONE NO LESS TO US. YOU AMAZE ME, CHARLES. WHEN YOU WERE A SOLDIER, IN KOREA, DID YOU NOT KILL -- WITHOUT HESITATION OR MERCY?
I KILLED TO SURVIVE -- AND THE MEMORY STILL SICKENS ME.
CHARLES, MAGNUS -- WE HAVE A PRISONER!
BUT HE WILL NOT IDENTIFY OUR ATTACKERS... OR SAY WHERE THEY TOOK GABRIELLE.
TWO DAYS LATER, 3500 KILOMETERS DUE SOUTH, AT THE FOOT OF A MAJESTIC ESCARPMENT NEAR KENYA'S LAKE RUDOLF..
HE CLAIMS HE DOESN'T SPEAK ENGLISH.
DON'T WORRY, SERGEANT. ICH SPRECHEN DEUTSCH.
< JEWISH SWINE, YOU'LL GET NOTHING FROM ME. >
< RUDOLF KRANZ, MAJOR, WAFFEN SS -- NOW A SQUAD LEADER FOR SOMETHING CALLED THE HYDRA BRUDERSCHAFT. >
< UN-- UNMÖGLICH! H-HOW COULD YOU HAVE KNOWN--?! >
...A CONVOY OF MILITARY VEHICLES STANDS IN A DEFENSIVE LAAGER, AN ENCAMPMENT. NONE KNOW THEY ARE HERE AND ANYONE UNLUCKY ENOUGH TO FIND OUT WILL BE EXECUTED ON THE SPOT. THE MEN ARE MOSTLY GERMAN -- THE CREAM OF HITLER'S SS, THE DREADED SCHUTZ-STAFFEL -- AND AT THIS POINT IN TIME, THE INSIGNIA THEY WEAR, THE CAUSE THEY FOLLOW, ARE LARGELY UNFAMILIAR TO THE WORLD.
< THAT'S EASY, HERR KRANZ. I READ MINDS. >
THAT WILL SOON CHANGE -- AS THEY EMERGE ONTO THE INTERNATIONAL STAGE AS THE CRUELIST, DEADLIEST, MOST RUTHLESS AND VICIOUS CRIMINAL/TERRORIST CARTEL IN HISTORY: HYDRA!

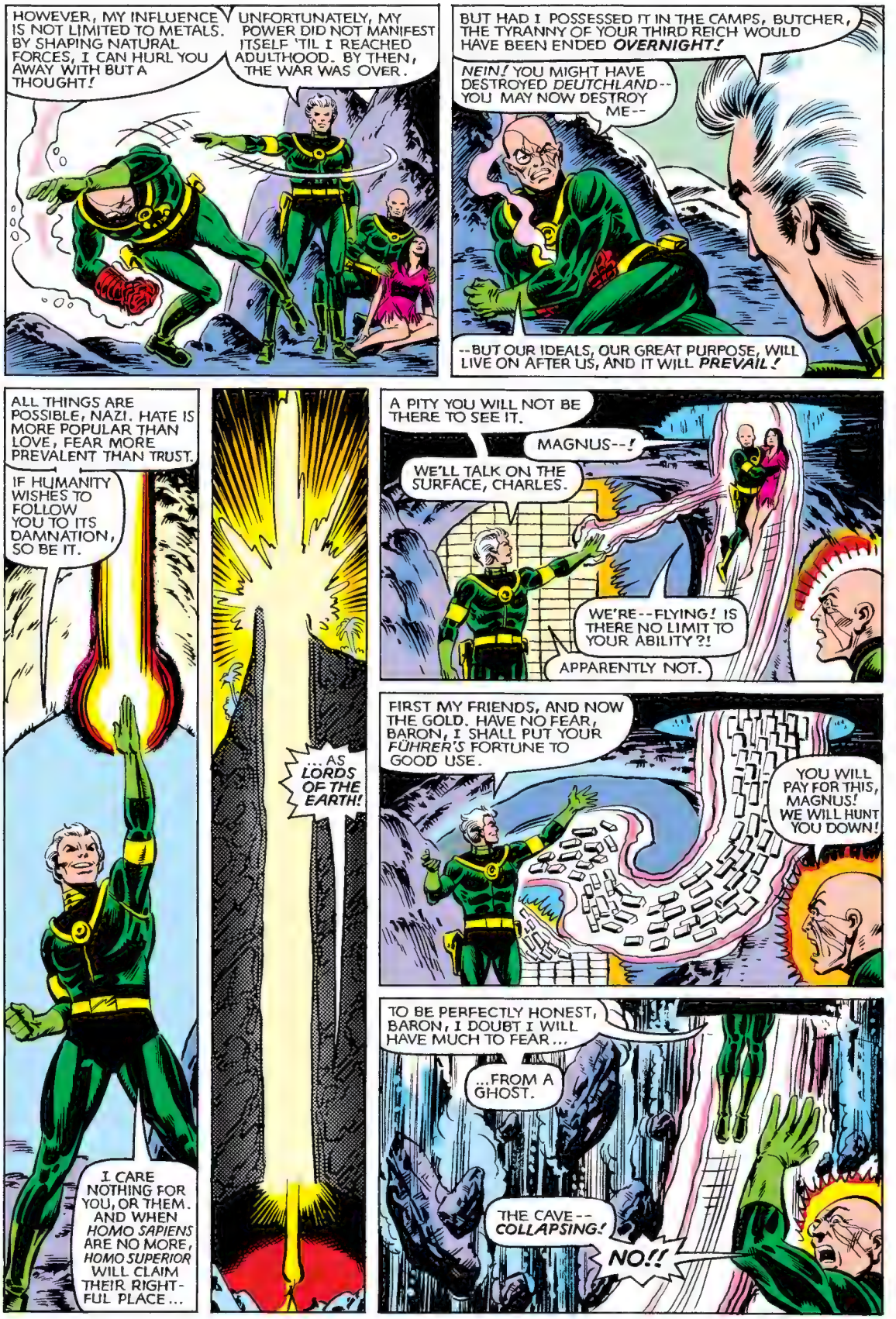

IT IS DUSK WHEN A TROOPER COMES SKIDDING DOWN THE STEEP, ROCK-STREWN SLOPE, YELLING AT THE TOP OF HIS LUNGS, VOICE CRACKING WITH EXCITEMENT.
WE FOUND IT!
WE FOUND THE CAVE!
HERR BARON, THE WOMAN'S DIRECTIONS WERE PERFECT!
I HEAR, LEUTNANT. IN TRUTH, I DOUBT THERE IS A LIVING BEING BETWEEN HERE AND NAIROBI WHO HAS NOT HEARD YOUR ANNOUNCEMENT.
BECAUSE IT IS GOOD NEWS, AND BECAUSE OF YOUR YOUTH, I SHALL OVERLOOK YOUR DISGRACEFUL LACK OF DISCIPLINE. THIS TIME.
REPEAT THIS TRANS-GRESSION, HOWEVER, AND I SHALL NOT BE SO FORGIVING.
I... I AM SORRY, MEIN HERR...
NEVER APOLOGIZE, BOY. IT IS A SIGN OF WEAKNESS.
SO, MY PRETTY BIRD, YOUR SONG HAS LED US TO THE PRIZE WE HAVE SO LONG SOUGHT.
I SHOULD HAVE D-DIED BEFORE I TOLD YOU ANYTHING.
JA, BUT YOU ARE WEAK, GABRIELLE, LIKE ALL YOUR MONGREL RACE.
BRING HER. IT IS ONLY FITTING THAT SHE WITNESS OUR MOMENT OF TRIUMPH...
...SINCE SHE ALONE MADE IT POSSIBLE.
STRUCKER! THAT'S BARON STRUCKER! ONE OF THE MOST WANTED NAZI WAR CRIMINALS!
THE... THINGS HE DID TO GABY-- I SEE THEM, FEEL THEM, IN HER MIND. MAGNUS, HE TORTURED HER!
CALM YOURSELF, CHARLES, OR WE ARE LOST!
WE CANNOT AID GABY--OR BRING STRUCKER TO JUSTICE--IF YOU CONTINUE ACTING LIKE A LOVESICK SCHOOLBOY!

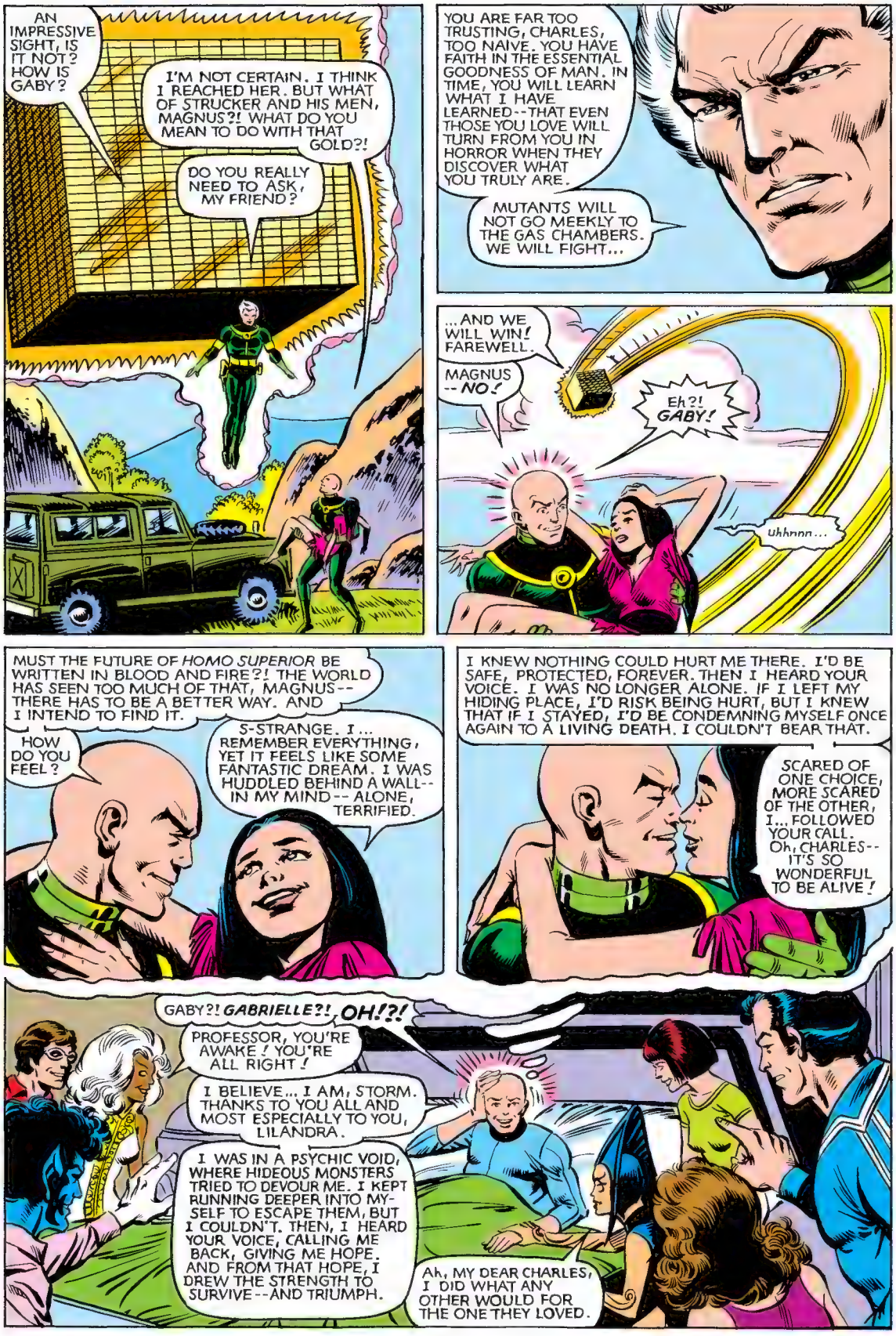

CLAD IN UNIFORMS "BORROWED" FROM TWO OF STRUCKER'S MEN--LYING BOUND AND UNCONSCIOUS IN A SUPPLY TRUCK--XAVIER AND MAGNUS FOLLOW THE MAIN PARTY INTO THE CAVE.
IT WAS A BRILLIANT PLOY. IN THE FINAL DAYS OF THE WAR, THE DECISION WAS MADE TO SPIRIT THE FÜHRER'S PERSONAL GOLD RESERVES OUT OF GERMANY...
...IN HOPES THAT IT WOULD SOMEDAY FINANCE A RESURGENCE OF NATIONAL SOCIALISM--OF THE NAZI PARTY--AND EVENTUALLY, A FOURTH REICH!
WHERE BETTER TO HIDE THE GOLD THAN BLACK AFRICA, AMONG SAVAGES. AND WHO BETTER TO TURN INTO A LIVING MAP TO THIS VAULT THAN A JEWESS CHILD. BUT AN ERROR WAS MADE. THE CONDITIONING PROCESS DROVE GABRIELLE INSANE AND THE SECRET WAS LOST--UNTIL TODAY.
BEHIND THAT WALL IS WEALTH BEYOND OUR WILDEST DREAMS--AND SOON IT WILL BE OURS!
WAIT 'TIL THEY BREACH THE WALL. THEN, WITH LUCK, THEY'LL BE SO ENTRANCED BY THE TREASURE THAT WE'LL BE ABLE TO GRAB GABY AND GET AWAY BEFORE ANYONE'S THE WISER.
A SENSIBLE PLAN. BUT HUSH, CHARLES. THEY'RE COMING THIS WAY!
SOON, OUTSIDE...
KUK
BOOM!
BEHOLD, KAMRADEN! THIS FORTUNE WILL PROVIDE THE FOUNDATION FOR OUR NEW ORDER, A BROTHERHOOD OF TERROR THAT WILL BRING THE DEMOCRACIES, THE COMMUNISTS, EVERY COUNTRY ON EARTH, TO THEIR COLLECTIVE KNEES!
WHERE OUR BELOVED FÜHRER, ADOLF HITLER, FAILED--HYDRA SHALL SUCCEED!
HAIL HYDRA!

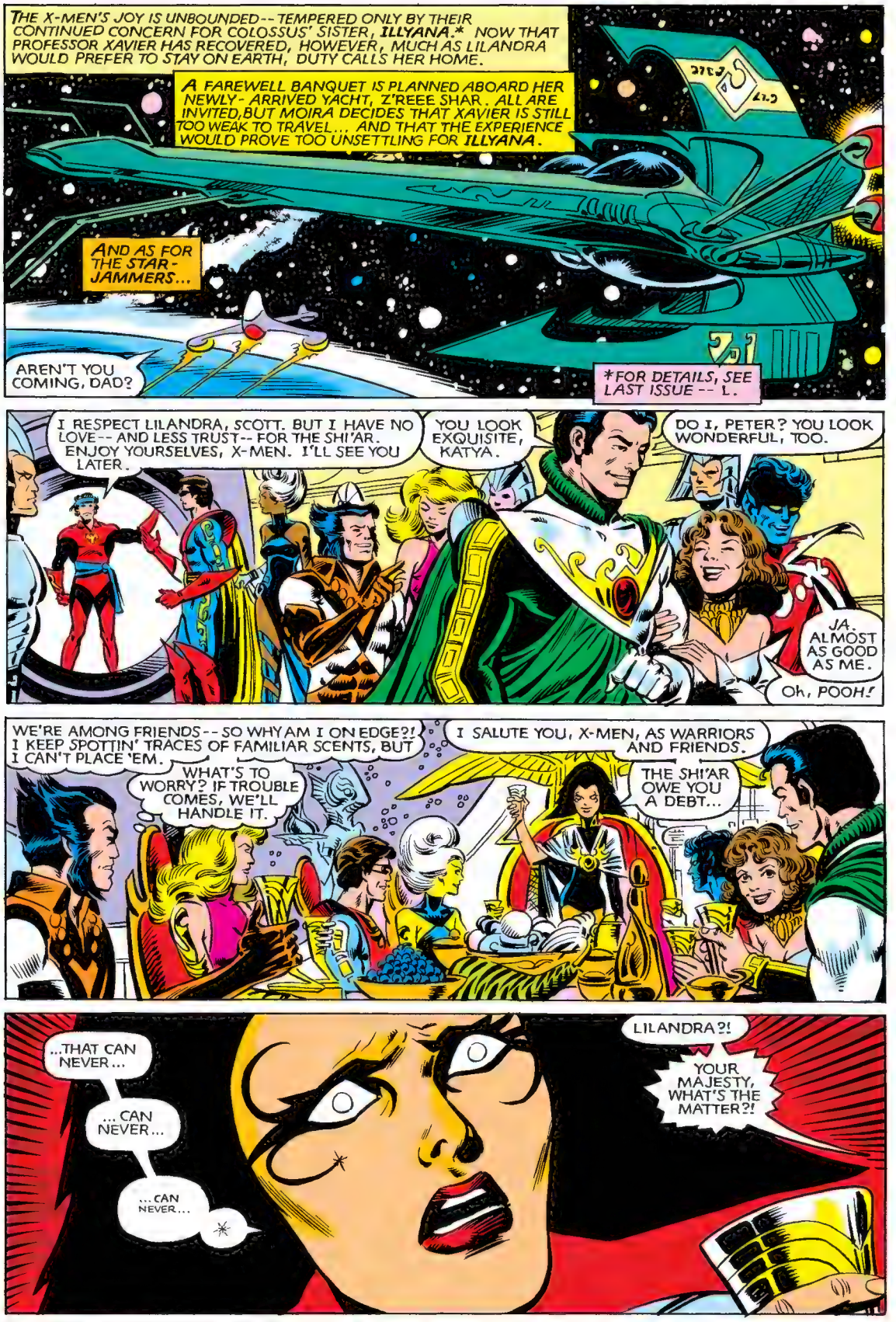
GABY, IT'S MAGNUS AND CHARLES. WE'VE COME TO TAKE YOU HOME.
NO! THIS IS A TRICK! YOU'RE GOING TO HURT ME! LET ME GO!
CHARLES, SHUT HER UP! USE YOUR PSI-POWERS, BEFORE SHE'S HEARD!
MY--?! THEN YOU KNOW ABOUT THEM?!
HERR BARON--WITH THE JEWESS --INTRUDERS!
KILL THEM!
TAKE GABY, CHARLES! GET OUT OF HERE! I'LL COVER YOU!
YOU'LL NEED MY HELP, MAGNUS--!
AGAINST BULLETS, MY FRIEND, I NEED NO HELP.
SURELY BY NOW YOU'VE REALIZED THAT WE ARE TWO OF A KIND.
HE'S A MUTANT, LIKE MYSELF--WITH THE ABILITY TO MANIPULATE METAL OBJECTS. THIS IS FANTASTIC!
GABY'S MIND IS IN TURMOIL--TOO MANY SHOCKS COMING TOO SOON AFTER HER RECOVERY. IT'S MORE THAN SHE CAN HANDLE--BLAST!
THERE THEY ARE--eh?!?
WHERE, FRITZ?! I SEE NO ONE!
I'M MENTALLY AFFECTING THEIR VISUAL PERCEPTIONS, SO THAT THEIR MINDS REFUSE TO ACCEPT WHAT THEIR EYES SEE.
BUT THERE ARE TOO MANY MEN-- MORE MINDS THAN I CAN EFFECTIVELY CONTROL. THIS "INVISIBILITY" GAMBIT IS AT BEST A STOPGAP MEASURE. WE NEED A DIVERSION.
I DO NOT LIKE CONSCIOUSLY MANIPULATING OTHER PEOPLES' MINDS, BUT I HAVE NO CHOICE...

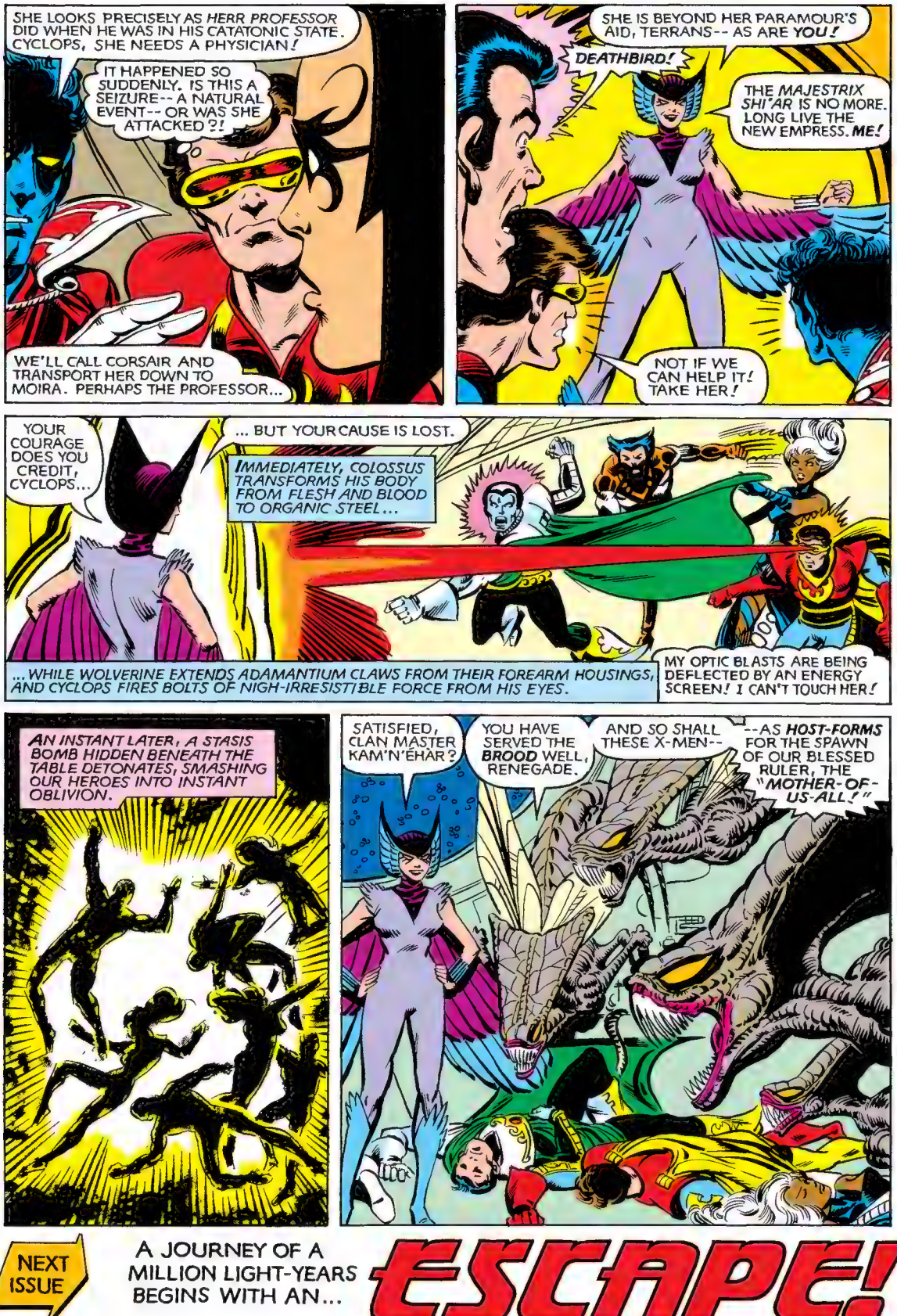
"THIS MAN RESENTS HIS BROTHER OFFICER. ALL I NEED DO IS FAN AND FOCUS THAT RESENTMENT...
ARE YOU TRYING TO MAKE ME LOOK THE FOOL, ROLF?! OPEN YOUR EYES! THEN PERHAPS YOU'LL SEE WHAT I SHOW YOU!
"... UNTIL IT EXPLODES INTO VIOLENCE!"
HE SHIFTS QUICKLY FROM MIND TO MIND, TWISTING EMOTIONS AND PERCEPTIONS...
...WITH AN EASE THAT DISTURBS HIM. WITHIN MINUTES, STRUCKER'S ENTIRE FORCE IS HARD AT WORK BATTERING EACH OTHER SENSELESS.
STOP THIS, YOU MEN! HAVE YOU GONE MAD? STOP, I SAY!
A BRILLIANT STRATEGEM, CHARLES.
IT WAS NECESSARY, BUT I TAKE NO SATISFACTION IN IT.
ONE DAY, MY FRIEND, THAT SQUEAMISHNESS WILL COST YOU. WHAT AILS GABY?
SHE'S GONE INTO SHOCK, REVERTING TO HER PREVIOUS CATATONIC STATE.
I HAVE TO BRING HER OUT OF IT BEFORE SHE WITHDRAWS SO DEEPLY THAT WE'LL NEVER BE ABLE TO REACH HER.
USE YOUR PSI-POWERS. THEY WORKED BEFORE, NO? AND HURRY UP. THE SOONER WE'RE ON OUR WAY, THE BETTER.
I DARE NOT MIND-PROBE HER. SHE'LL BECOME DEPENDANT ON MY ABILITY. THE SLIGHTEST SHOCK WILL BE CAPABLE OF SHATTERING HER PSYCHE, BECAUSE SHE'LL BELIEVE THAT I'LL BE THERE TO PUT THINGS RIGHT AGAIN.
BUT I WON'T BE. SHE MUST DEVELOP A PSYCHIC RESILIENCE TO ENABLE HER TO COPE WITH THE EVERYDAY--AND THE EXTRAORDINARY--STRESSES OF LIFE. AND TO DO THAT, SHE MUST PULL OUT OF THIS HERSELF. SHE MUST WANT TO LIVE!
D'YOU HEAR ME, GABY?! COME BACK! FIGHT!

WORRY NOT ABOUT THE GIRL, GENTLEMEN. FOR HER-- AND FOR YOU-- LIFE WILL SOON HAVE NO MEANING WHATSOEVER!
STRUCKER!
I DO NOT KNOW HOW YOU AFFECTED MY MEN, BUT YOU'LL NOT FIND ME SO EASY TO DEFEAT.
HIS RESISTANCE IS STRONGER THAN THE OTHERS-- I CAN'T CONTROL HIS MIND!
THAT GAUNTLET SHATTERED THE BOULDER! I MUST PROTECT GABY FROM THE SHARDS OF FLYING ROCK--!
CHARLES IS INJURED! I MUST KEEP STRUCKER'S ATTENTION AWAY FROM HIM AND GABY-- AND FOCUSED ON ME!
A MOST IMPRESSIVE WEAPON, HERR BARON.
IT IS NOTHING. A LESSER FRUIT OF TEUTONIC GENIUS. WE HAVE CHRISTENED IT THE SATAN CLAW.
AND TO YOU GOES THE HONOR OF BEING THE FIRST--
SHKOW!
-- TO FALL BENEATH ITS IRRESISTIBLE POWER!
NO, BARON. YOU WILL FIND ME CONSIDERABLY HARDER TO SLAY THAN YOUR COUNTRYMEN DID MY FAMILY AT AUSCHWITZ.
M- MY HAND--! WHAT ARE YOU DOING--?!
MERELY DEMONSTRATING MY IRRESISTIBLE POWER--THE ABILITY TO MANIPULATE MAGNETIC FIELDS.
YOUR PRECIOUS CLAW IS MADE PRIMARILY OF FERROUS METALS. THAT MAKES IT PARTICULARLY VULNERABLE.
ARRGH!


HOWEVER, MY INFLUENCE IS NOT LIMITED TO METALS. BY SHAPING NATURAL FORCES, I CAN HURL YOU AWAY WITH BUT A THOUGHT!
UNFORTUNATELY, MY POWER DID NOT MANIFEST ITSELF 'TIL I REACHED ADULTHOOD. BY THEN, THE WAR WAS OVER.
BUT HAD I POSSESSED IT IN THE CAMPS, BUTCHER, THE TYRANNY OF YOUR THIRD REICH WOULD HAVE BEEN ENDED OVERNIGHT!
NEIN! YOU MIGHT HAVE DESTROYED DEUTCHLAND-- YOU MAY NOW DESTROY ME--
--BUT OUR IDEALS, OUR GREAT PURPOSE, WILL LIVE ON AFTER US, AND IT WILL PREVAIL!
ALL THINGS ARE POSSIBLE, NAZI. HATE IS MORE POPULAR THAN LOVE, FEAR MORE PREVALENT THAN TRUST.
IF HUMANITY WISHES TO FOLLOW YOU TO ITS DAMNATION, SO BE IT.
I CARE NOTHING FOR YOU, OR THEM. AND WHEN HOMO SAPIENS ARE NO MORE, HOMO SUPERIOR WILL CLAIM THEIR RIGHTFUL PLACE...
...AS LORDS OF THE EARTH!
A PITY YOU WILL NOT BE THERE TO SEE IT.
MAGNUS--!
WE'LL TALK ON THE SURFACE, CHARLES.
WE'RE--FLYING! IS THERE NO LIMIT TO YOUR ABILITY?!
APPARENTLY NOT.
FIRST MY FRIENDS, AND NOW THE GOLD. HAVE NO FEAR, BARON, I SHALL PUT YOUR FÜHRER'S FORTUNE TO GOOD USE.
YOU WILL PAY FOR THIS, MAGNUS! WE WILL HUNT YOU DOWN!
TO BE PERFECTLY HONEST, BARON, I DOUBT I WILL HAVE MUCH TO FEAR...
...FROM A GHOST.
THE CAVE-- COLLAPSING!
NO!!


AN IMPRESSIVE SIGHT, IS IT NOT? HOW IS GABY?
I'M NOT CERTAIN. I THINK I REACHED HER. BUT WHAT OF STRUCKER AND HIS MEN, MAGNUS?! WHAT DO YOU MEAN TO DO WITH THAT GOLD?!
DO YOU REALLY NEED TO ASK, MY FRIEND?
YOU ARE FAR TOO TRUSTING, CHARLES, TOO NAIVE. YOU HAVE FAITH IN THE ESSENTIAL GOODNESS OF MAN. IN TIME, YOU WILL LEARN WHAT I HAVE LEARNED--THAT EVEN THOSE YOU LOVE WILL TURN FROM YOU IN HORROR WHEN THEY DISCOVER WHAT YOU TRULY ARE.
MUTANTS WILL NOT GO MEEKLY TO THE GAS CHAMBERS. WE WILL FIGHT...
...AND WE WILL WIN! FAREWELL.
MAGNUS --NO!
Eh?! GABY!
Uhhnnn...
MUST THE FUTURE OF HOMO SUPERIOR BE WRITTEN IN BLOOD AND FIRE?! THE WORLD HAS SEEN TOO MUCH OF THAT, MAGNUS--THERE HAS TO BE A BETTER WAY. AND I INTEND TO FIND IT.
HOW DO YOU FEEL?
S-STRANGE. I... REMEMBER EVERYTHING, YET IT FEELS LIKE SOME FANTASTIC DREAM. I WAS HUDDLED BEHIND A WALL--IN MY MIND-- ALONE, TERRIFIED.
I KNEW NOTHING COULD HURT ME THERE. I'D BE SAFE, PROTECTED, FOREVER. THEN I HEARD YOUR VOICE. I WAS NO LONGER ALONE. IF I LEFT MY HIDING PLACE, I'D RISK BEING HURT, BUT I KNEW THAT IF I STAYED, I'D BE CONDEMNING MYSELF ONCE AGAIN TO A LIVING DEATH. I COULDN'T BEAR THAT.
SCARED OF ONE CHOICE, MORE SCARED OF THE OTHER, I... FOLLOWED YOUR CALL. Oh, CHARLES--IT'S SO WONDERFUL TO BE ALIVE!
GABY?! GABRIELLE?! OH!?!
PROFESSOR, YOU'RE AWAKE! YOU'RE ALL RIGHT!
I BELIEVE... I AM, STORM. THANKS TO YOU ALL AND MOST ESPECIALLY TO YOU, LILANDRA.
I WAS IN A PSYCHIC VOID, WHERE HIDEOUS MONSTERS TRIED TO DEVOUR ME. I KEPT RUNNING DEEPER INTO MY-SELF TO ESCAPE THEM, BUT I COULDN'T. THEN, I HEARD YOUR VOICE, CALLING ME BACK, GIVING ME HOPE. AND FROM THAT HOPE, I DREW THE STRENGTH TO SURVIVE--AND TRIUMPH.
Ah, MY DEAR CHARLES, I DID WHAT ANY OTHER WOULD FOR THE ONE THEY LOVED.

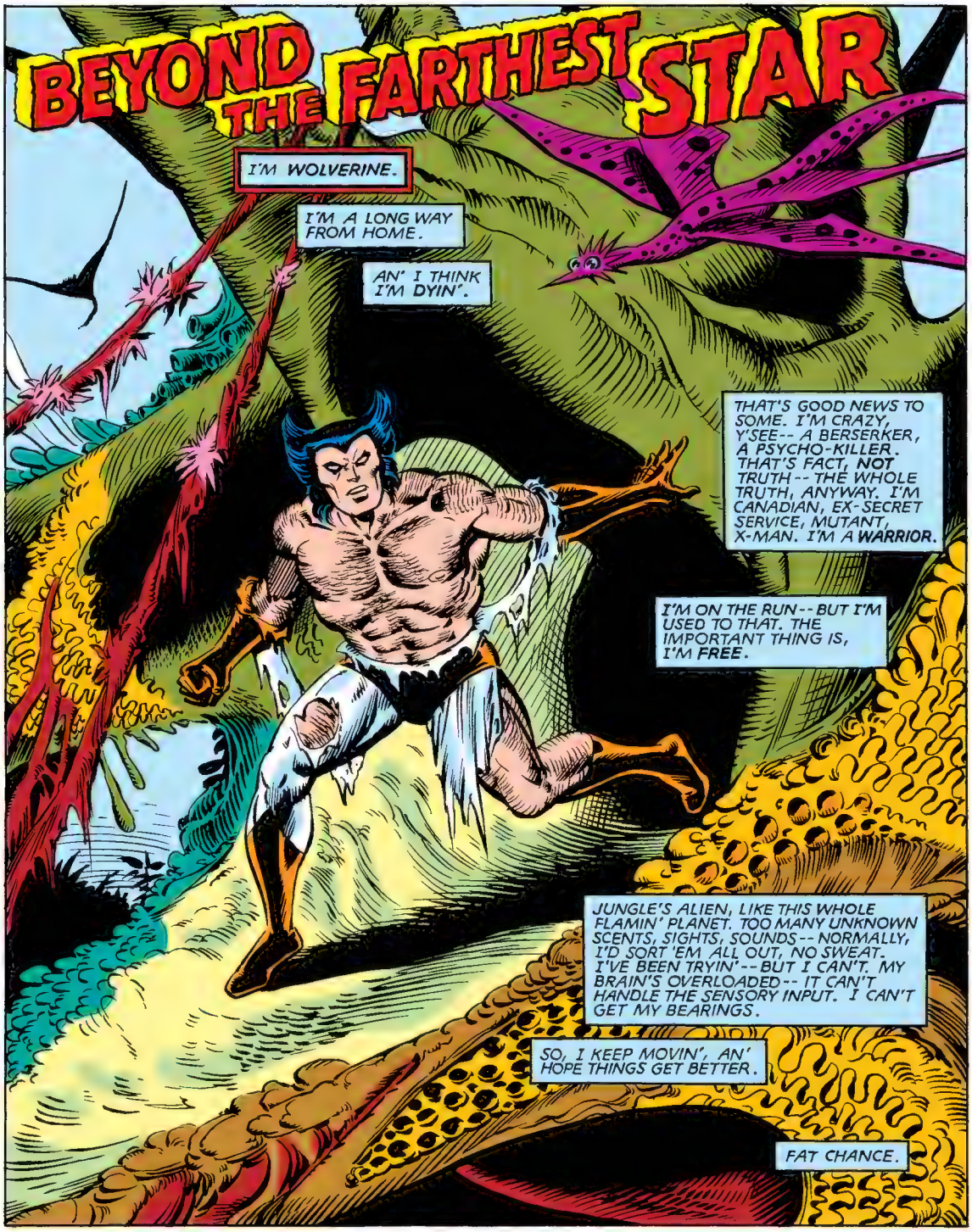

THE X-MEN'S JOY IS UNBOUNDED -- TEMPERED ONLY BY THEIR CONTINUED CONCERN FOR COLOSSUS' SISTER, ILLYANA.* NOW THAT PROFESSOR XAVIER HAS RECOVERED, HOWEVER, MUCH AS LILANDRA WOULD PREFER TO STAY ON EARTH, DUTY CALLS HER HOME.
A FAREWELL BANQUET IS PLANNED ABOARD HER NEWLY-ARRIVED YACHT, Z'REEE SHAR. ALL ARE INVITED, BUT MOIRA DECIDES THAT XAVIER IS STILL TOO WEAK TO TRAVEL... AND THAT THE EXPERIENCE WOULD PROVE TOO UNSETTLING FOR ILLYANA.
AND AS FOR THE STAR-JAMMERS...
AREN'T YOU COMING, DAD?
*FOR DETAILS, SEE LAST ISSUE -- L.
I RESPECT LILANDRA, SCOTT. BUT I HAVE NO LOVE -- AND LESS TRUST -- FOR THE SHI'AR. ENJOY YOURSELVES, X-MEN. I'LL SEE YOU LATER.
YOU LOOK EXQUISITE, KATYA.
DO I, PETER? YOU LOOK WONDERFUL, TOO.
JA. ALMOST AS GOOD AS ME.
Oh, POOH!
WE'RE AMONG FRIENDS -- SO WHY AM I ON EDGE?! I KEEP SPOTTIN' TRACES OF FAMILIAR SCENTS, BUT I CAN'T PLACE 'EM.
WHAT'S TO WORRY? IF TROUBLE COMES, WE'LL HANDLE IT.
I SALUTE YOU, X-MEN, AS WARRIORS AND FRIENDS.
THE SHI'AR OWE YOU A DEBT...
...THAT CAN NEVER...
...CAN NEVER...
...CAN NEVER...
LILANDRA?!
YOUR MAJESTY, WHAT'S THE MATTER?!

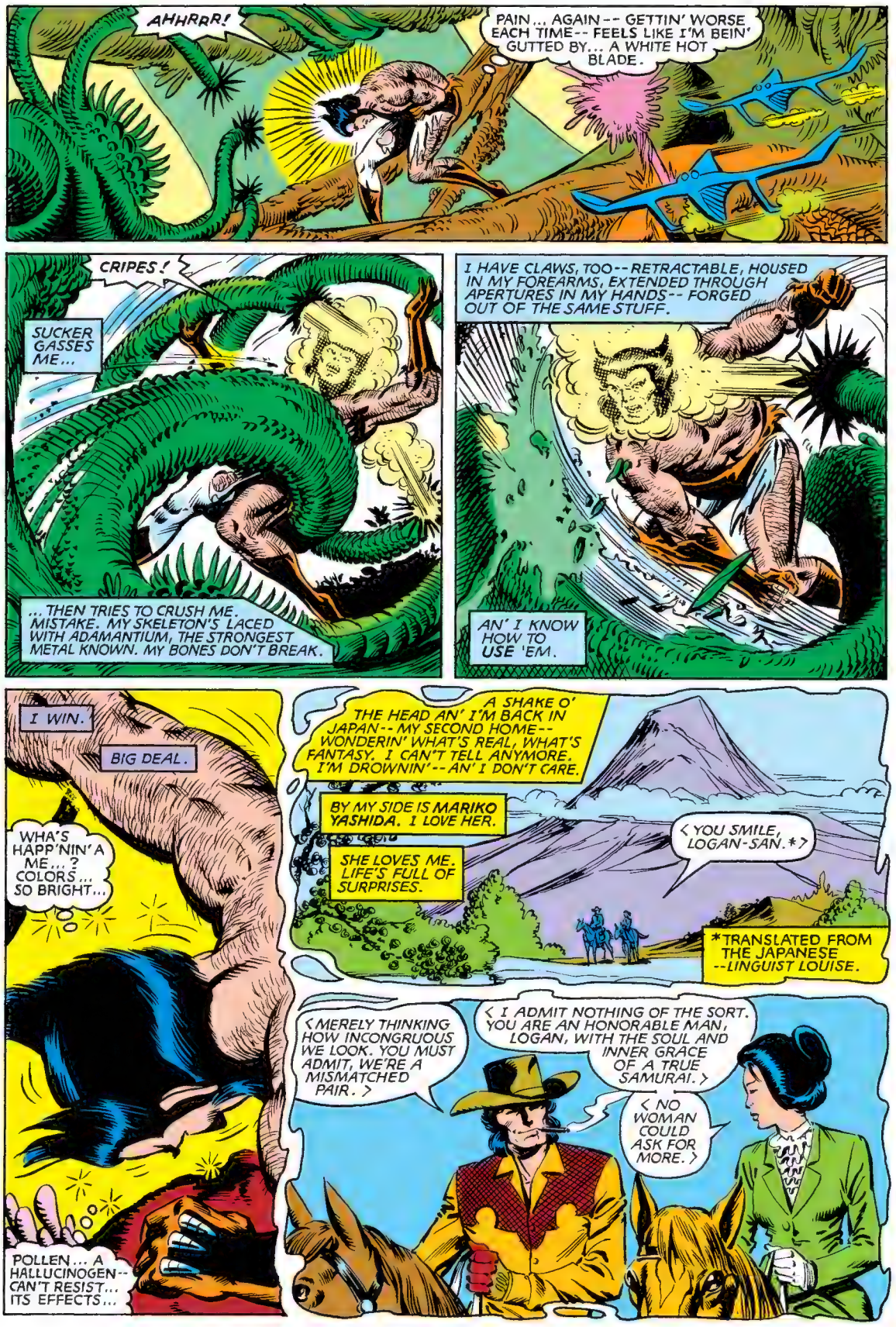

SHE LOOKS PRECISELY AS HERR PROFESSOR DID WHEN HE WAS IN HIS CATATONIC STATE. CYCLOPS, SHE NEEDS A PHYSICIAN!
IT HAPPENED SO SUDDENLY. IS THIS A SEIZURE-- A NATURAL EVENT-- OR WAS SHE ATTACKED?!
WE'LL CALL CORSAIR AND TRANSPORT HER DOWN TO MOIRA. PERHAPS THE PROFESSOR...
SHE IS BEYOND HER PARAMOUR'S AID, TERRANS-- AS ARE YOU!
DEATHBIRD!
THE MAJESTRIX SHI'AR IS NO MORE. LONG LIVE THE NEW EMPRESS. ME!
NOT IF WE CAN HELP IT! TAKE HER!
YOUR COURAGE DOES YOU CREDIT, CYCLOPS...
... BUT YOUR CAUSE IS LOST.
IMMEDIATELY, COLOSSUS TRANSFORMS HIS BODY FROM FLESH AND BLOOD TO ORGANIC STEEL...
...WHILE WOLVERINE EXTENDS ADAMANTIUM CLAWS FROM THEIR FOREARM HOUSINGS, AND CYCLOPS FIRES BOLTS OF NIGH-IRRESISTIBLE FORCE FROM HIS EYES.
MY OPTIC BLASTS ARE BEING DEFLECTED BY AN ENERGY SCREEN! I CAN'T TOUCH HER!
AN INSTANT LATER, A STASIS BOMB HIDDEN BENEATH THE TABLE DETONATES, SMASHING OUR HEROES INTO INSTANT OBLIVION.
SATISFIED, CLAN MASTER KAM'N'EHAR?
YOU HAVE SERVED THE BROOD WELL, RENEGADE.
AND SO SHALL THESE X-MEN--
--AS HOST-FORMS FOR THE SPAWN OF OUR BLESSED RULER, THE "MOTHER-OF-US-ALL!"
NEXT ISSUE
A JOURNEY OF A MILLION LIGHT-YEARS BEGINS WITH AN...
ESCAPE!

60¢
162
OCT
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM
COCKRUM
WACEK

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

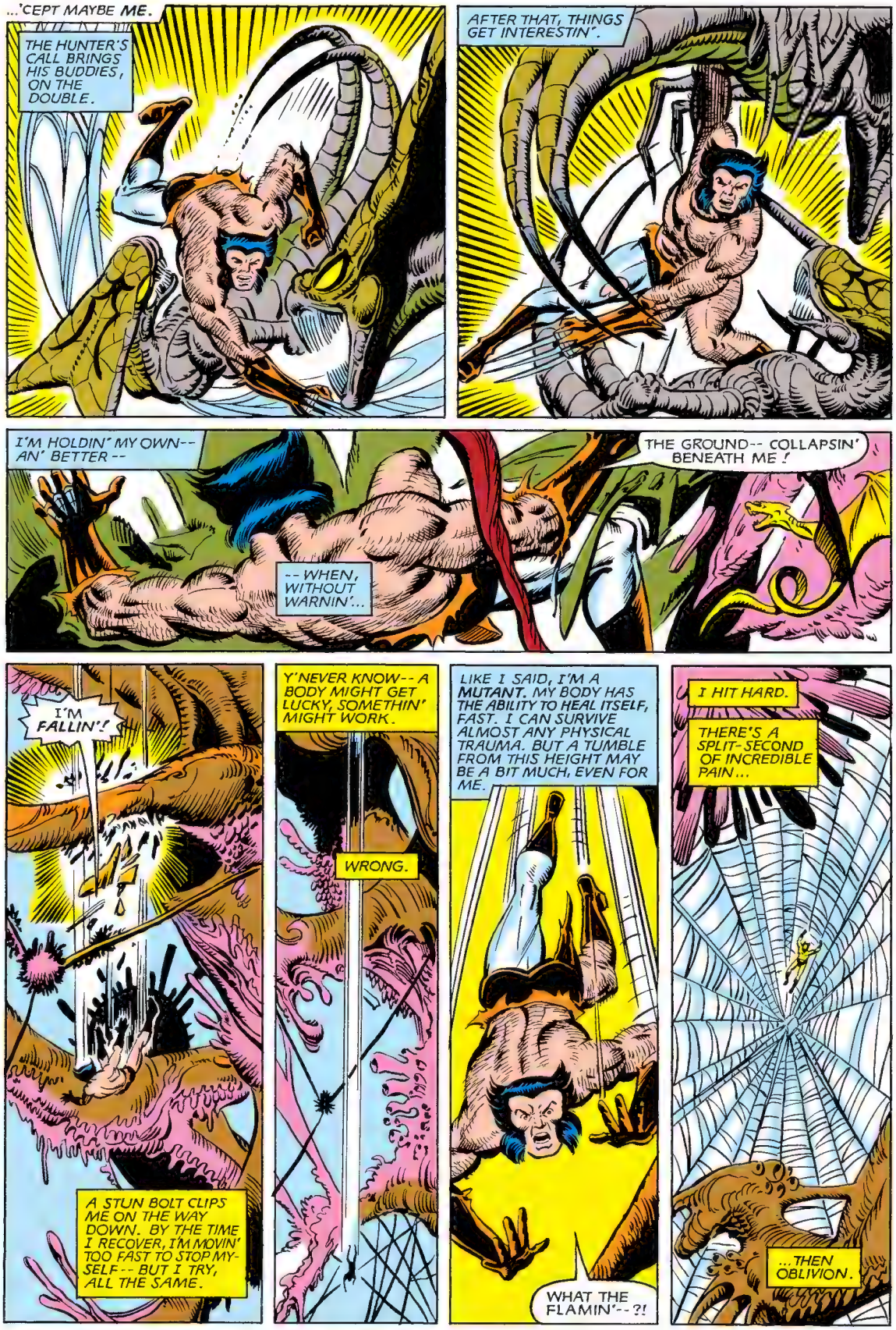
CHRIS CLAREMONT WRITER | DAVE COCKRUM & BOB WIACEK PENCILS INKS | GLYNIS WEIN, COLORIST TOM ORZECHOWSKI, LETTERER | LOUISE JONES EDITOR | JIM SHOOTER ED.-IN-CHIEF


BEYOND THE FARTHEST STAR
I'M WOLVERINE.
I'M A LONG WAY FROM HOME.
AN' I THINK I'M DYIN'.
THAT'S GOOD NEWS TO SOME. I'M CRAZY, Y'SEE-- A BERSERKER, A PSYCHO-KILLER. THAT'S FACT, NOT TRUTH -- THE WHOLE TRUTH, ANYWAY. I'M CANADIAN, EX-SECRET SERVICE, MUTANT, X-MAN. I'M A WARRIOR.
I'M ON THE RUN -- BUT I'M USED TO THAT. THE IMPORTANT THING IS, I'M FREE.
JUNGLE'S ALIEN, LIKE THIS WHOLE FLAMIN' PLANET. TOO MANY UNKNOWN SCENTS, SIGHTS, SOUNDS -- NORMALLY, I'D SORT 'EM ALL OUT, NO SWEAT. I'VE BEEN TRYIN' -- BUT I CAN'T. MY BRAIN'S OVERLOADED -- IT CAN'T HANDLE THE SENSORY INPUT. I CAN'T GET MY BEARINGS.
SO, I KEEP MOVIN', AN' HOPE THINGS GET BETTER.
FAT CHANCE.


AHHRRR!
PAIN... AGAIN-- GETTIN' WORSE EACH TIME-- FEELS LIKE I'M BEIN' GUTTED BY... A WHITE HOT BLADE.
CRIPES!
SUCKER GASSES ME...
...THEN TRIES TO CRUSH ME. MISTAKE. MY SKELETON'S LACED WITH ADAMANTIUM, THE STRONGEST METAL KNOWN. MY BONES DON'T BREAK.
I HAVE CLAWS, TOO-- RETRACTABLE, HOUSED IN MY FOREARMS, EXTENDED THROUGH APERTURES IN MY HANDS-- FORGED OUT OF THE SAME STUFF.
AN' I KNOW HOW TO USE 'EM.
I WIN.
BIG DEAL.
WHA'S HAPP'NIN' A ME...? COLORS... SO BRIGHT...
POLLEN... A HALLUCINOGEN-- CAN'T RESIST... ITS EFFECTS...
A SHAKE O' THE HEAD AN' I'M BACK IN JAPAN-- MY SECOND HOME-- WONDERIN' WHAT'S REAL, WHAT'S FANTASY. I CAN'T TELL ANYMORE. I'M DROWNIN'-- AN' I DON'T CARE.
BY MY SIDE IS MARIKO YASHIDA. I LOVE HER.
SHE LOVES ME. LIFE'S FULL OF SURPRISES.
< YOU SMILE, LOGAN-SAN. *>
*TRANSLATED FROM THE JAPANESE --LINGUIST LOUISE.
< MERELY THINKING HOW INCONGRUOUS WE LOOK. YOU MUST ADMIT, WE'RE A MISMATCHED PAIR. >
< I ADMIT NOTHING OF THE SORT. YOU ARE AN HONORABLE MAN, LOGAN, WITH THE SOUL AND INNER GRACE OF A TRUE SAMURAI. >
< NO WOMAN COULD ASK FOR MORE. >

< THAT'S A RARE, FINE COMPLIMENT, MARIKO. I THANK YOU. >
< IT IS THE TRUTH. IF ANYONE IS UNWORTHY, IT IS I -- WHO LACK YOUR STRENGTH AND COURAGE.
<NOW WHO'S BLOWIN' SMOKE? >
< YOU'RE THE BRAVEST WOMAN I KNOW. >
< IT'S GETTING LATE, MARIKO. WE'D BETTER HEAD BACK--EH?! >
< LOOK. EAGLES-- HEADING OUR WAY. >
AWFUL BIG SUCKERS. SOMETHIN' ABOUT 'EM DOESN'T FEEL QUITE KOSHER.
THERE'S NO COVER ON THIS RIDGE--WE'RE PERFECT TARGETS.
< LOGAN-- WHAT--?! >
< HEAD FOR THE TREE LINE! I'LL EXPLAIN LATER. >
< RIDE, MARIKO! >
YOU HAVE PROVIDED US WITH A SPLENDID HUNT, TERRAN...
...BUT, ALAS, ALL GOOD THINGS MUST EVENTUALLY COME TO AN END.
YEARRRGH!
MARIKO!!

DREAM... THAT WAS A DREAM-- PLEASE... LET IT BE A DREAM...
BROOD HUNTERS-- THEY'VE FOUND ME!
FOOL, DID YOU REALLY THINK THAT WE WOULD NOT?!
YOU ARE ONE OF US, WOLVERINE. NO ONE CAN HELP YOU...
... AND NOTHING SAVE YOU!
THEIR BLASTERS ARE SET FOR STUN. I CAUGHT A SHOT NOT LONG AGO.
I'D RATHER BE DEAD.
THE UNDERGROWTH WORKS IN MY FAVOR. IT SLOWS THE HUNTERS DOWN, CRIPPLES THEIR MANEUVERABILITY.
BUT THIS IS THEIR TURF.
THEY KNOW IT-- I DON'T.
TO ME, MY BROTHERS! I HAVE HIM!
HATE TO TELL YA, BUB, BUT THOSE COME UNDER THE HEADING --
-- OF FAMOUS LAST WORDS!
THE SLEAZOIDS-- THE BROOD -- ARE FAST AN' STRONG, AS AGILE ON THE GROUND AS IN THE AIR.
THEIR SKIN IS VIRTUAL ARMOR PLATE, THEIR TEETH ARE RAZOR-SHARP, AN' THEIR TAIL STINGERS ARE LOADED WITH VENOM. KILLIN' COMES NATURAL TO 'EM, AN' THEY'VE REFINED IT TO AN ART. NO DEADLIER BEINGS EXIST IN THE UNIVERSE...


...'CEPT MAYBE ME.
THE HUNTER'S CALL BRINGS HIS BUDDIES, ON THE DOUBLE.
AFTER THAT, THINGS GET INTERESTIN'.
I'M HOLDIN' MY OWN-- AN' BETTER --
-- WHEN, WITHOUT WARNIN'...
THE GROUND-- COLLAPSIN' BENEATH ME!
I'M FALLIN'!
A STUN BOLT CLIPS ME ON THE WAY DOWN. BY THE TIME I RECOVER, I'M MOVIN' TOO FAST TO STOP MYSELF-- BUT I TRY, ALL THE SAME.
Y'NEVER KNOW-- A BODY MIGHT GET LUCKY, SOMETHIN' MIGHT WORK.
WRONG.
LIKE I SAID, I'M A MUTANT. MY BODY HAS THE ABILITY TO HEAL ITSELF, FAST. I CAN SURVIVE ALMOST ANY PHYSICAL TRAUMA. BUT A TUMBLE FROM THIS HEIGHT MAY BE A BIT MUCH, EVEN FOR ME.
WHAT THE FLAMIN'--?!
I HIT HARD.
THERE'S A SPLIT-SECOND OF INCREDIBLE PAIN...
...THEN OBLIVION.

LATER...

I'M ALIVE. I'VE DITCHED THE HUNTERS.

THINGS COULD BE WORSE.

IT'S A FEEBLE JOKE. I DON'T LAUGH.

WHEN YOU'RE CONDEMNED TO HELL, DOES IT REALLY MATTER WHETHER THE FLAMES THAT BURN YOU ARE A MILLION DEGREES HOT OR A BILLION? EITHER WAY, IT HURTS.

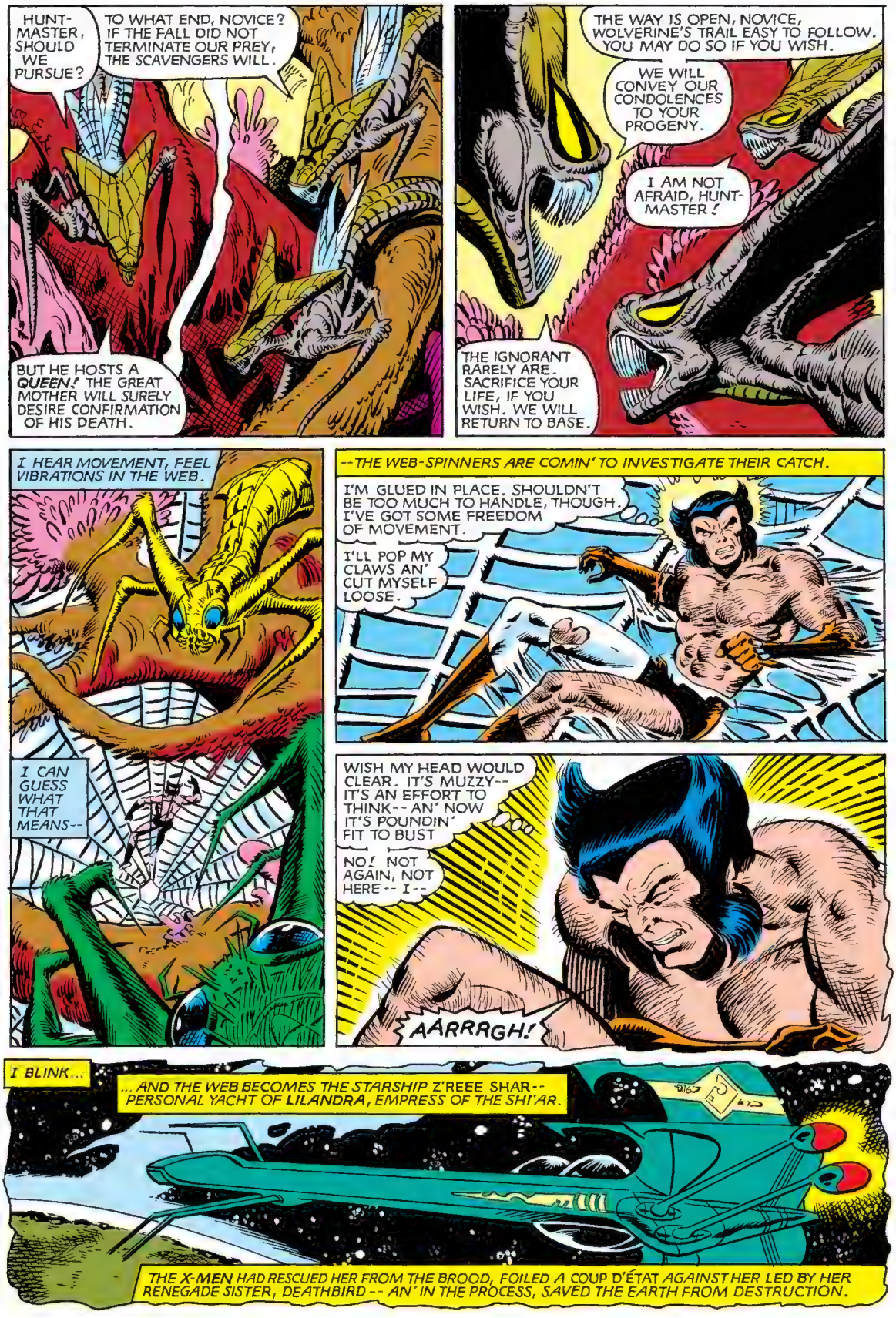
OKAY, I SURVIVED. HOORAY FOR ME.

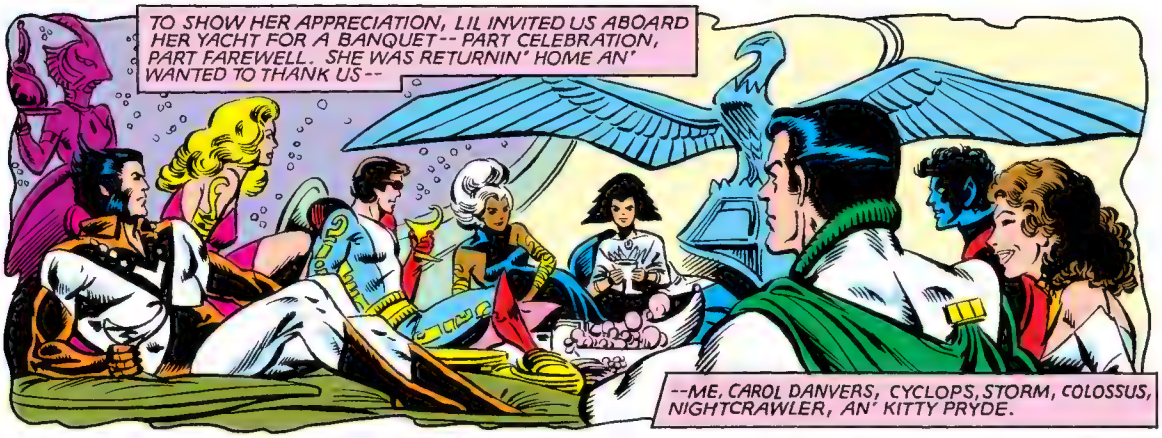
THAT'S THE LEAST O' MY PROBLEMS.

IN THE JUNGLE, AT NIGHT, I NEVER GOT A DECENT LOOK AT WHERE I WAS. DAWN CHANGES THAT, AN' THE SIGHT TAKES MY BREATH AWAY.

A SKELETON, STRETCHIN' FARTHER THAN THE EYE CAN SEE-- WELL OVER THE HORIZON-- ITS RIBS REACHIN' ABOVE THE BREATHABLE PLANETARY ATMOSPHERE.

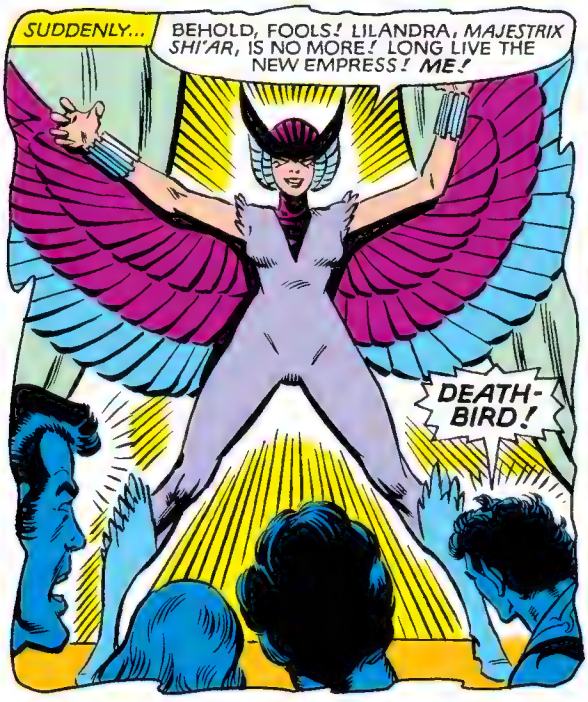
THIS HAD BEEN ONE O' THE BROOD'S LIVIN' STARSHIPS-- A SENTIENT BEING, ENSLAVED, LOBOTOMIZED, CONSUMED BY THESE WINGED PARASITES. IT HAD DIED HERE, AGES AGO, AND THE BROOD HAD MADE USE OF ITS CARCASS AS THEY HAD ITS BODY WHILE IT LIVED. THE NATURAL FLORA AND FAUNA OF THIS WORLD WERE TRYIN' TO CLAIM IT-- AS THEY WOULD ANY CORPSE, THROUGH THE NATURAL PROCESS OF DECAY-- BUT IT WAS TOO BIG. ETERNITY WOULDN'T BE LONG ENOUGH TO CRUMBLE **IT** TO DUST.


HUNT-MASTER, SHOULD WE PURSUE?
TO WHAT END, NOVICE? IF THE FALL DID NOT TERMINATE OUR PREY, THE SCAVENGERS WILL.
BUT HE HOSTS A QUEEN! THE GREAT MOTHER WILL SURELY DESIRE CONFIRMATION OF HIS DEATH.
THE WAY IS OPEN, NOVICE, WOLVERINE'S TRAIL EASY TO FOLLOW. YOU MAY DO SO IF YOU WISH.
WE WILL CONVEY OUR CONDOLENCES TO YOUR PROGENY.
I AM NOT AFRAID, HUNT-MASTER!
THE IGNORANT RARELY ARE. SACRIFICE YOUR LIFE, IF YOU WISH. WE WILL RETURN TO BASE.
I HEAR MOVEMENT, FEEL VIBRATIONS IN THE WEB.
I CAN GUESS WHAT THAT MEANS--
--THE WEB-SPINNERS ARE COMIN' TO INVESTIGATE THEIR CATCH.
I'M GLUED IN PLACE. SHOULDN'T BE TOO MUCH TO HANDLE, THOUGH. I'VE GOT SOME FREEDOM OF MOVEMENT.
I'LL POP MY CLAWS AN' CUT MYSELF LOOSE.
WISH MY HEAD WOULD CLEAR. IT'S MUZZY-- IT'S AN EFFORT TO THINK-- AN' NOW IT'S POUNDIN' FIT TO BUST
NO! NOT AGAIN, NOT HERE -- I--
AARRRGH!
I BLINK...
... AND THE WEB BECOMES THE STARSHIP Z'REEE SHAR-- PERSONAL YACHT OF LILANDRA, EMPRESS OF THE SHI'AR.
THE X-MEN HAD RESCUED HER FROM THE BROOD, FOILED A COUP D'ÉTAT AGAINST HER LED BY HER RENEGADE SISTER, DEATHBIRD -- AN' IN THE PROCESS, SAVED THE EARTH FROM DESTRUCTION.


TO SHOW HER APPRECIATION, LIL INVITED US ABOARD HER YACHT FOR A BANQUET -- PART CELEBRATION, PART FAREWELL. SHE WAS RETURNIN' HOME AN' WANTED TO THANK US --
--ME, CAROL DANVERS, CYCLOPS, STORM, COLOSSUS, NIGHTCRAWLER, AN' KITTY PRYDE.

COLOSSUS WASN'T REALLY IN THE MOOD FOR A PARTY, ON ACCOUNT OF HIS SISTER, ILLYANA.
PETEY, WHAT'S DONE IS DONE. MOPIN' WON'T CHANGE ANYTHING -- IT CERTAINLY WON'T MAKE ILLYANA A CHILD AGAIN.*
I KNOW, WOLVERINE, BUT IT IS A HARD REALITY TO FACE.
*ILLYANA'S INSTANTANEOUS TRANSFORMATION FROM 6- TO 13-YEAR OLD OCCURRED IN X-MEN #160 -- GUESS WHO.

MUCH ABOUT OUR BATTLE WITH THE DEMON-LORD BELASCO IS DIFFICULT TO COPE WITH -- NOT THE LEAST OF WHICH WAS MY CONFRONTATION WITH MY OLDER SELF.
THAT STORM WAS A SORCERESS. SHE SAID HALF MY HERITAGE WAS BOUND TO THE ARTS ARCANE. BUT HOW?! I AM A MUTANT, NOT A MAGICIAN.
COULD I TRULY POSSESS SUCH TALENTS?


SUDDENLY...
BEHOLD, FOOLS! LILANDRA, MAJESTRIX SHI'AR, IS NO MORE! LONG LIVE THE NEW EMPRESS! ME!
DEATH-BIRD!

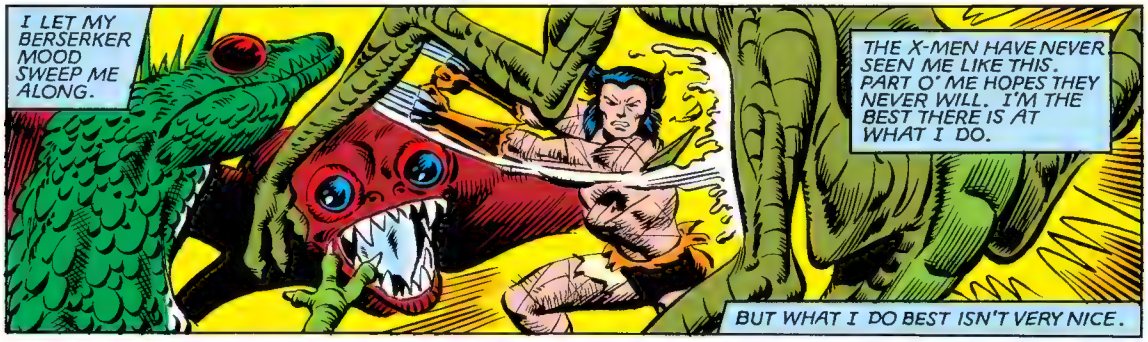
A TRAP. WE TRIED TO REACT...
...BUT A STASIS BOMB ENDED THE FIGHT AS SOON AS IT HAD BEGUN. *
*SEE LAST ISH -- L.

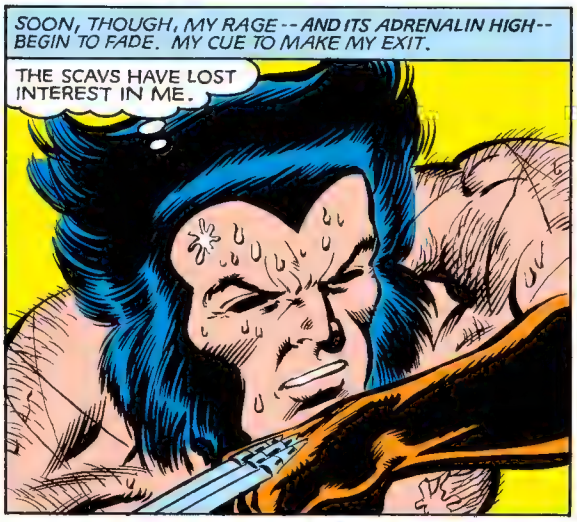
I CAME AWAKE IN PIECES. A SENSE OF SELF-AWARENESS--SCRAMBLED, CONFUSED--
--FOLLOWED BY A JUMBLE OF GOBBLEDY-GOOP SOUNDS.
I WAS FLOODED BY A MULTITUDE OF SCENTS.
THEY MADE ME SICK.
LAST CAME SIGHT--BLURRED, BIZARRE IMAGES SHOT THROUGH WITH BLINDING FLASHES OF COLOR. NOTHIN' MADE SENSE. THEN, AS I STRUGGLED TO REGAIN MY PSYCHIC BALANCE...
...EVERYTHING CLICKED INTO FOCUS.
SLEAZOIDS!
THE BROOD--WE'RE THEIR PRISONERS!
THE OTHERS DIDN'T SEEM TO MIND.
THEY WERE... ENJOYING THEMSELVES!
AN INSTANT LATER, I SAW WHY.
WELCOME, HONORED HEROES, TO THE THRONEWORLD OF THE SHI'AR.
THIS AFFAIR IS BUT A SMALL TOKEN OF OUR GRATITUDE.
MY INTELLECT ACCEPTED THIS AS REALITY, MY SENSES SCREAMED FANTASY. NORMALLY, I'D TRUST MY INSTINCTS EVERY TIME--BUT I COULDN'T KEEP MY BEARINGS. ONE THOUGHT CONTRADICTED ANOTHER, AND THE HARDER I TRIED TO SORT THINGS OUT...
...THE MORE DISORIENTED I BECAME.
CARE TO DANCE, LOGAN? HEY--ARE YOU ALL RIGHT?
CAROL, SOMETHIN'S... SCREWY.
THIS--THIS ISN'T WHAT IT SEEMS. WE'RE BEIN' CONNED--SET-UP!
SURE WE ARE. WOLVIE, I THINK YOU'RE GETTING PARANOID IN YOUR OLD AGE. RELAX. HAVE FUN. ENJOY THE PARTY.

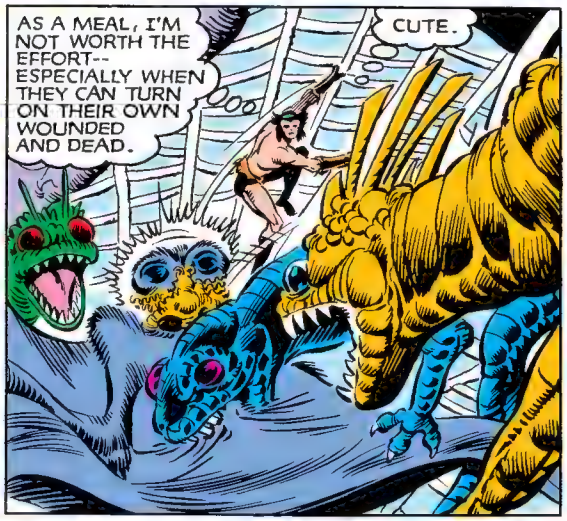
PARDON OUR INTRUSION, WARRIORS--BUT WE UNDERSTAND THAT YOUR PHYSIOLOGY, CAROL DANVERS, IS DISSIMILAR TO THAT OF YOUR COMRADES.
I'M NOT A MUTANT, IF THAT'S WHAT YOU MEAN.
PRECISELY. OUR PRELIMINARY DATASCANS ON YOU ARE MOST... INTRIGUING. MY COLLEAGUE AND I WOULD LIKE TO EXAMINE YOU FURTHER.
NOW? OKAY.
CAROL--!
CAROL!!
THIS IS CRAZY! THOSE WINGED CLOWNS ARE SLEAZOIDS!
FIGHT 'EM, CAROL! IT'S A TRICK!
NO GOOD. SHE'S ACTIN' LIKE EV'RYTHING'S...
...NORMAL.
WHAT'S... HAPPENIN' TO ME?! HAVE I FINALLY FLIPPED OUT?!
WOLVERINE, WHAT IS WRONG? WHY DID YOU CALL OUT LIKE THAT TO CAROL?
STORM--GUYS--DIDN'T YOU SEE? NO, I GUESS NOT.
I GUESS... IT'S ALL IN MY MIND.
THE OTHERS WERE VERY NICE, CONSIDERATE, CONCERNED. I BRUSHED 'EM AWAY. I WAS SO SCARED I COULD BARELY KEEP FROM SHAKIN'. I THOUGHT I'D PUT THE DARK TIMES BEHIND ME.
WE WERE TAKEN BEFORE LIL, FOR OUR AWARDS.
BESIDE HER ON THE DIAS WAS A TALL, WEIRD-LOOKIN' DOLL. AT FIRST SIGHT, I WENT ICE-COLD, SUPERNALLY CALM--
--MY AUTOMATIC REACTION TO A COMBAT SITUATION.
WE WERE IN DANGER--WHY WAS I THE ONLY ONE WHO NOTICED?!

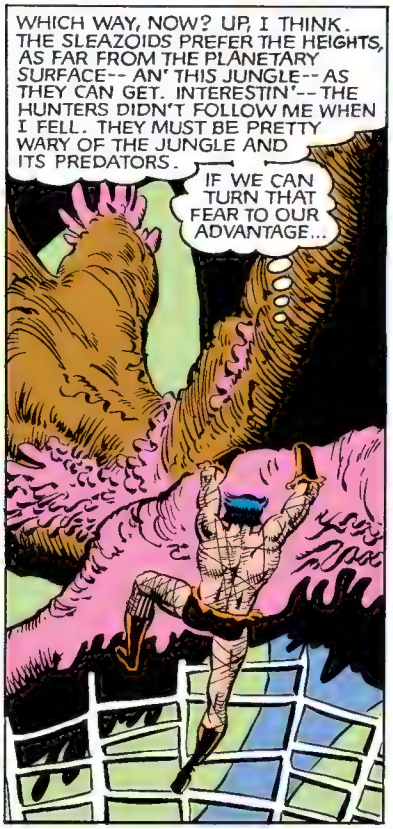
SHE GREETED EACH OF US IN TURN WITH A FOND EMBRACE. THE CEREMONY WENT WITHOUT A HITCH...
NO.
...UNTIL IT WAS KITTY'S TURN.
COME UNTO ME, CHILD. THERE IS NAUGHT TO FEAR.
NO! YOU'RE NOT REAL-- THIS ISN'T POSSIBLE! X-MEN, HELP ME-- I CAN'T PHASE-- DON'T LET HER GET ME!
LOGAN!!
THE KID STRUGGLED, TO NO AVAIL. I HEARD HER SCREAMS, WANTED TO ACT--
...BUT I COULDN'T. SOME POWER HELD ME FAST.
HUSH, SMALL ONE.
LOOK INTO MY EYES, HEAR MY VOICE-- AM I TRULY SO TERRIBLE TO BEHOLD?
N-NO, PLEASE. DON'T.
DAUGHTER, IT IS DONE.
IT WAS MY TURN.
I WAS THE BIRD...
...SHE, THE COBRA. I KNEW SHE WAS DEATH-- AN' WORSE. I KNEW I HAD TO ESCAPE, STOP HER, SOMEHOW. I WAS CLOSE, WE WERE ALONE ON THE DIAS. I COULD USE MY CLAWS. BUT I DID NOTHING...
...AND THEN IT WAS TOO LATE.
ARRP
RGH!

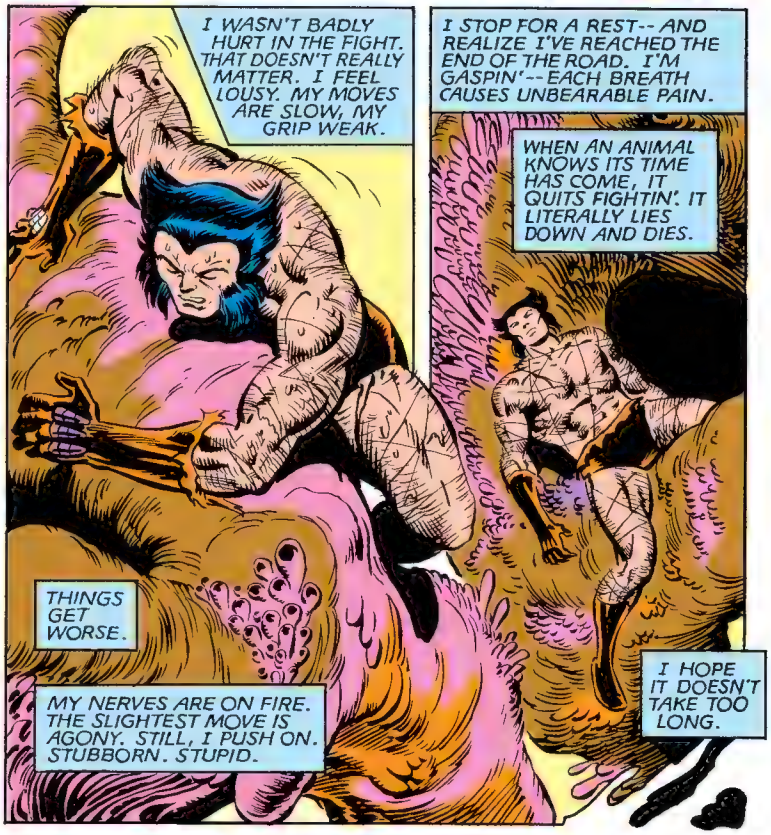
MY SCREAM WAKES ME, MEMORIES WASHIN' THROUGH ME LIKE A SCUMMY TIDE.
SHAME TRIGGERS RAGE.
I NEED AN OUTLET FOR THAT RAGE.
I GET ONE. SCAVENGERS, LOOKIN' FOR LUNCH.
THEY FIND A BIT MORE THAN THEY BARGAINED FOR.

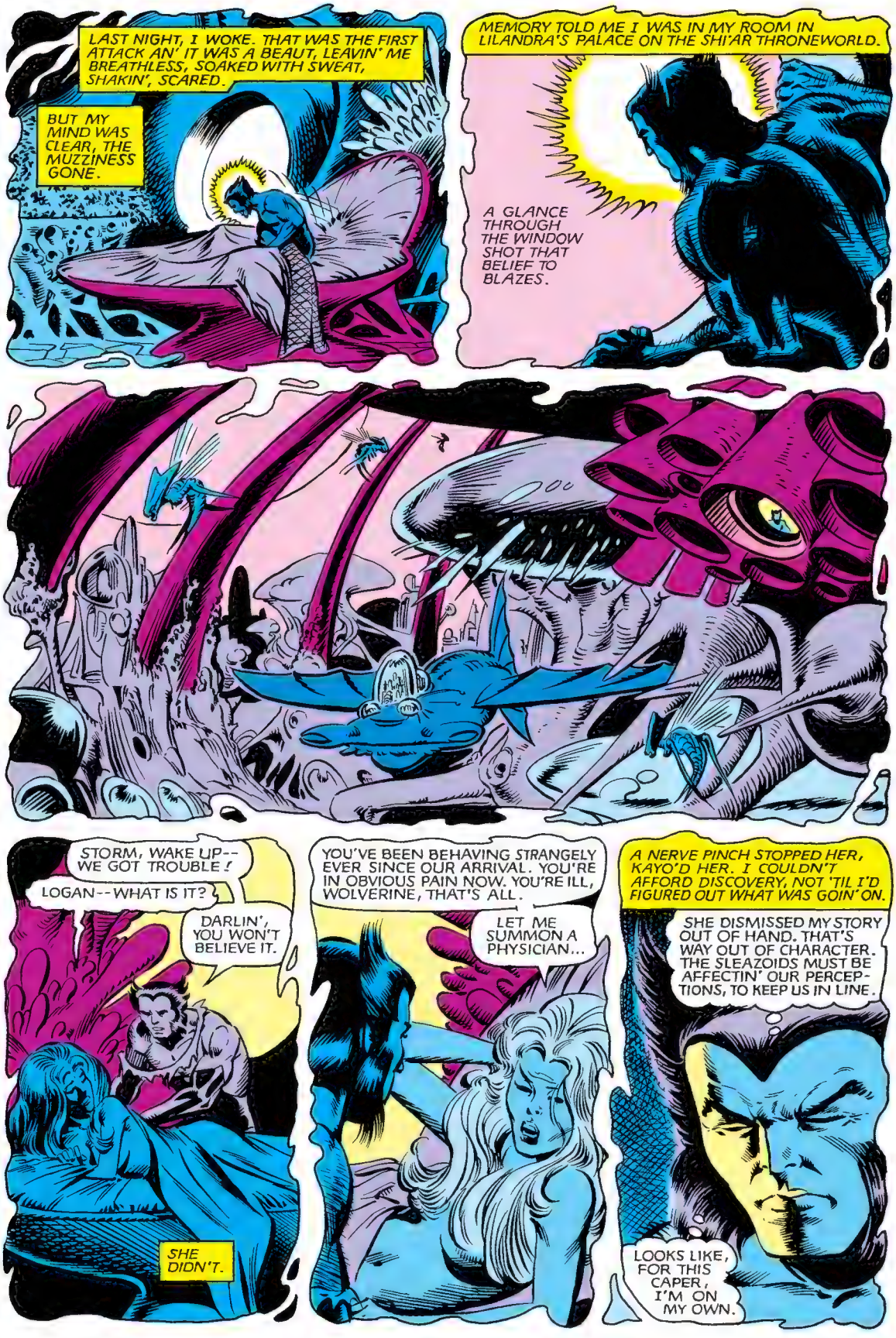

I LET MY BERSERKER MOOD SWEEP ME ALONG.
THE X-MEN HAVE NEVER SEEN ME LIKE THIS. PART O' ME HOPES THEY NEVER WILL. I'M THE BEST THERE IS AT WHAT I DO.
BUT WHAT I DO BEST ISN'T VERY NICE.

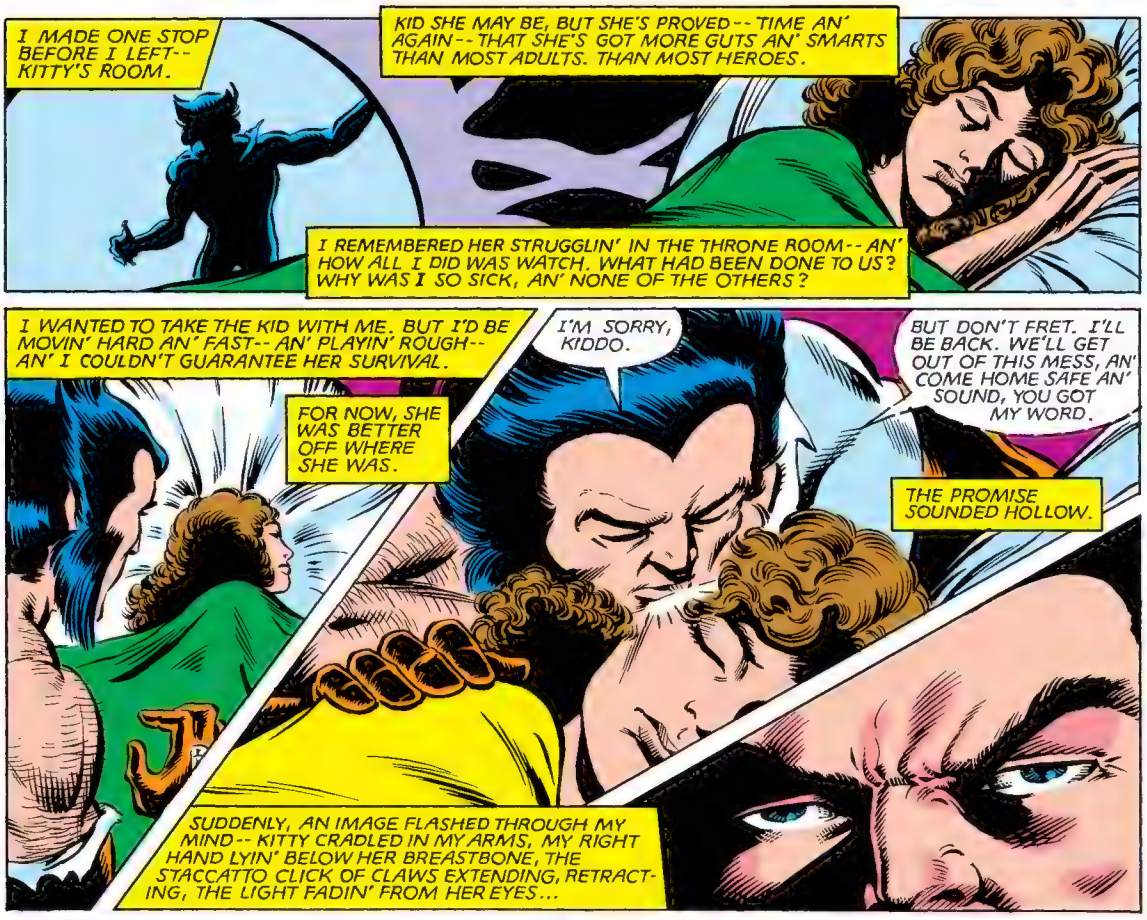

SOON, THOUGH, MY RAGE -- AND ITS ADRENALIN HIGH -- BEGIN TO FADE. MY CUE TO MAKE MY EXIT.
THE SCAVS HAVE LOST INTEREST IN ME.

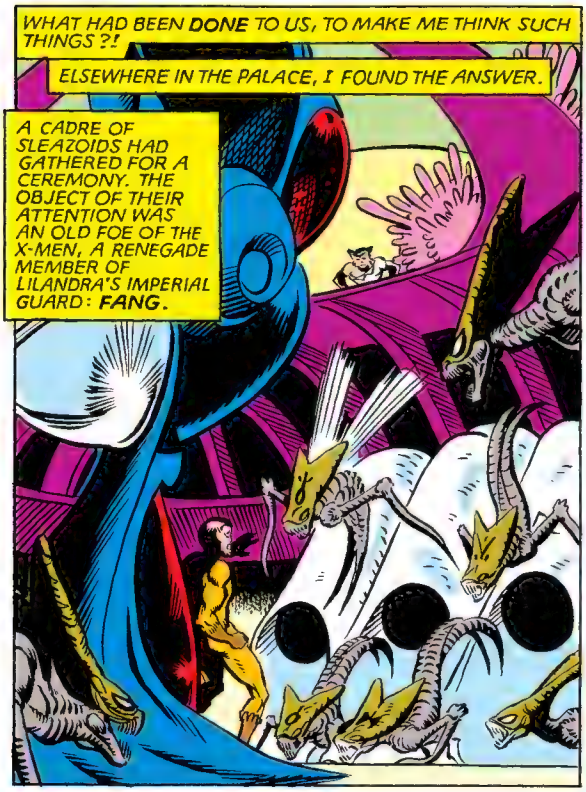

AS A MEAL, I'M NOT WORTH THE EFFORT -- ESPECIALLY WHEN THEY CAN TURN ON THEIR OWN WOUNDED AND DEAD.
CUTE.


WHICH WAY, NOW? UP, I THINK. THE SLEAZOIDS PREFER THE HEIGHTS, AS FAR FROM THE PLANETARY SURFACE -- AN' THIS JUNGLE -- AS THEY CAN GET. INTERESTIN' -- THE HUNTERS DIDN'T FOLLOW ME WHEN I FELL. THEY MUST BE PRETTY WARY OF THE JUNGLE AND ITS PREDATORS.
IF WE CAN TURN THAT FEAR TO OUR ADVANTAGE...

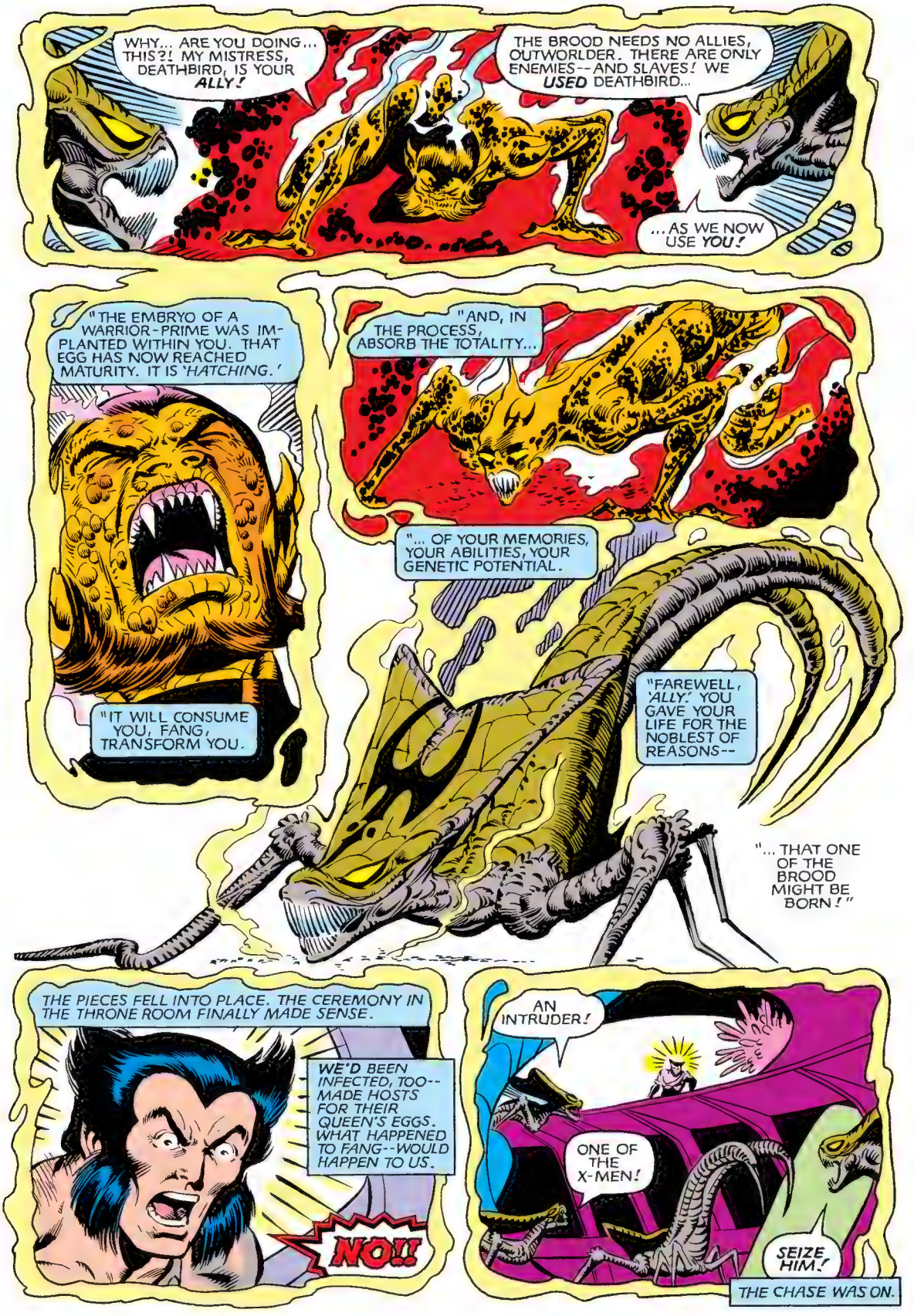

I WASN'T BADLY HURT IN THE FIGHT. THAT DOESN'T REALLY MATTER. I FEEL LOUSY. MY MOVES ARE SLOW, MY GRIP WEAK.
THINGS GET WORSE.
MY NERVES ARE ON FIRE. THE SLIGHTEST MOVE IS AGONY. STILL, I PUSH ON. STUBBORN. STUPID.
I STOP FOR A REST -- AND REALIZE I'VE REACHED THE END OF THE ROAD. I'M GASPIN' -- EACH BREATH CAUSES UNBEARABLE PAIN.
WHEN AN ANIMAL KNOWS ITS TIME HAS COME, IT QUITS FIGHTIN'. IT LITERALLY LIES DOWN AND DIES.
I HOPE IT DOESN'T TAKE TOO LONG.

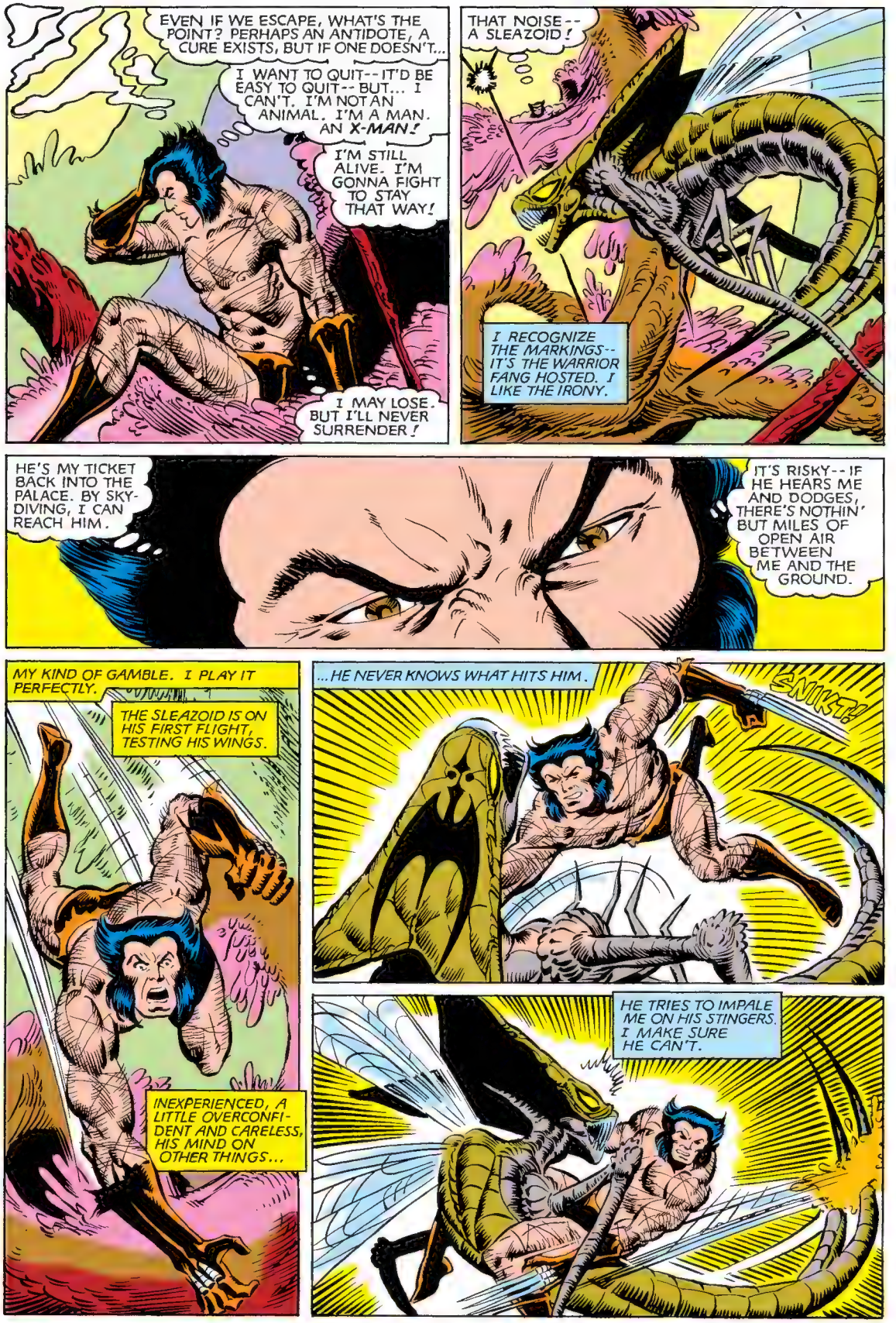

LAST NIGHT, I WOKE. THAT WAS THE FIRST ATTACK AN' IT WAS A BEAUT, LEAVIN' ME BREATHLESS, SOAKED WITH SWEAT, SHAKIN', SCARED.
BUT MY MIND WAS CLEAR, THE MUZZINESS GONE.
MEMORY TOLD ME I WAS IN MY ROOM IN LILANDRA'S PALACE ON THE SHI'AR THRONEWORLD.
A GLANCE THROUGH THE WINDOW SHOT THAT BELIEF TO BLAZES.
STORM, WAKE UP-- WE GOT TROUBLE!
LOGAN--WHAT IS IT?
DARLIN', YOU WON'T BELIEVE IT.
SHE DIDN'T.
YOU'VE BEEN BEHAVING STRANGELY EVER SINCE OUR ARRIVAL. YOU'RE IN OBVIOUS PAIN NOW. YOU'RE ILL, WOLVERINE, THAT'S ALL.
LET ME SUMMON A PHYSICIAN...
A NERVE PINCH STOPPED HER, KAYO'D HER. I COULDN'T AFFORD DISCOVERY, NOT 'TIL I'D FIGURED OUT WHAT WAS GOIN' ON.
SHE DISMISSED MY STORY OUT OF HAND. THAT'S WAY OUT OF CHARACTER. THE SLEAZOIDS MUST BE AFFECTIN' OUR PERCEPTIONS, TO KEEP US IN LINE.
LOOKS LIKE, FOR THIS CAPER, I'M ON MY OWN.

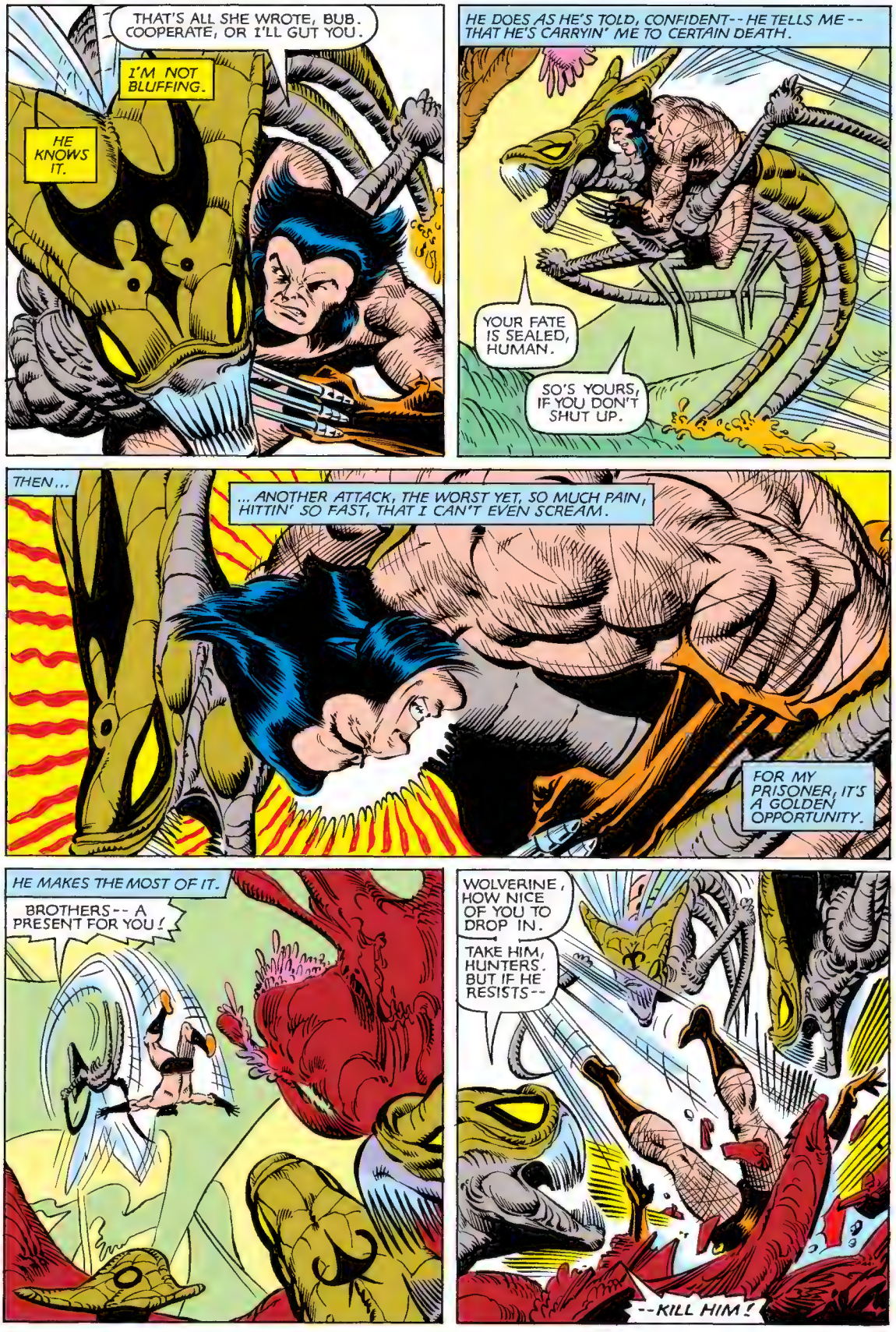

I MADE ONE STOP BEFORE I LEFT-- KITTY'S ROOM.
KID SHE MAY BE, BUT SHE'S PROVED-- TIME AN' AGAIN-- THAT SHE'S GOT MORE GUTS AN' SMARTS THAN MOST ADULTS. THAN MOST HEROES.
I REMEMBERED HER STRUGGLIN' IN THE THRONE ROOM-- AN' HOW ALL I DID WAS WATCH. WHAT HAD BEEN DONE TO US? WHY WAS I SO SICK, AN' NONE OF THE OTHERS?
I WANTED TO TAKE THE KID WITH ME. BUT I'D BE MOVIN' HARD AN' FAST-- AN' PLAYIN' ROUGH-- AN' I COULDN'T GUARANTEE HER SURVIVAL.
FOR NOW, SHE WAS BETTER OFF WHERE SHE WAS.
I'M SORRY, KIDDO.
BUT DON'T FRET. I'LL BE BACK. WE'LL GET OUT OF THIS MESS, AN' COME HOME SAFE AN' SOUND, YOU GOT MY WORD.
THE PROMISE SOUNDED HOLLOW.
SUDDENLY, AN IMAGE FLASHED THROUGH MY MIND-- KITTY CRADLED IN MY ARMS, MY RIGHT HAND LYIN' BELOW HER BREASTBONE, THE STACCATTO CLICK OF CLAWS EXTENDING, RETRACTING, THE LIGHT FADIN' FROM HER EYES...

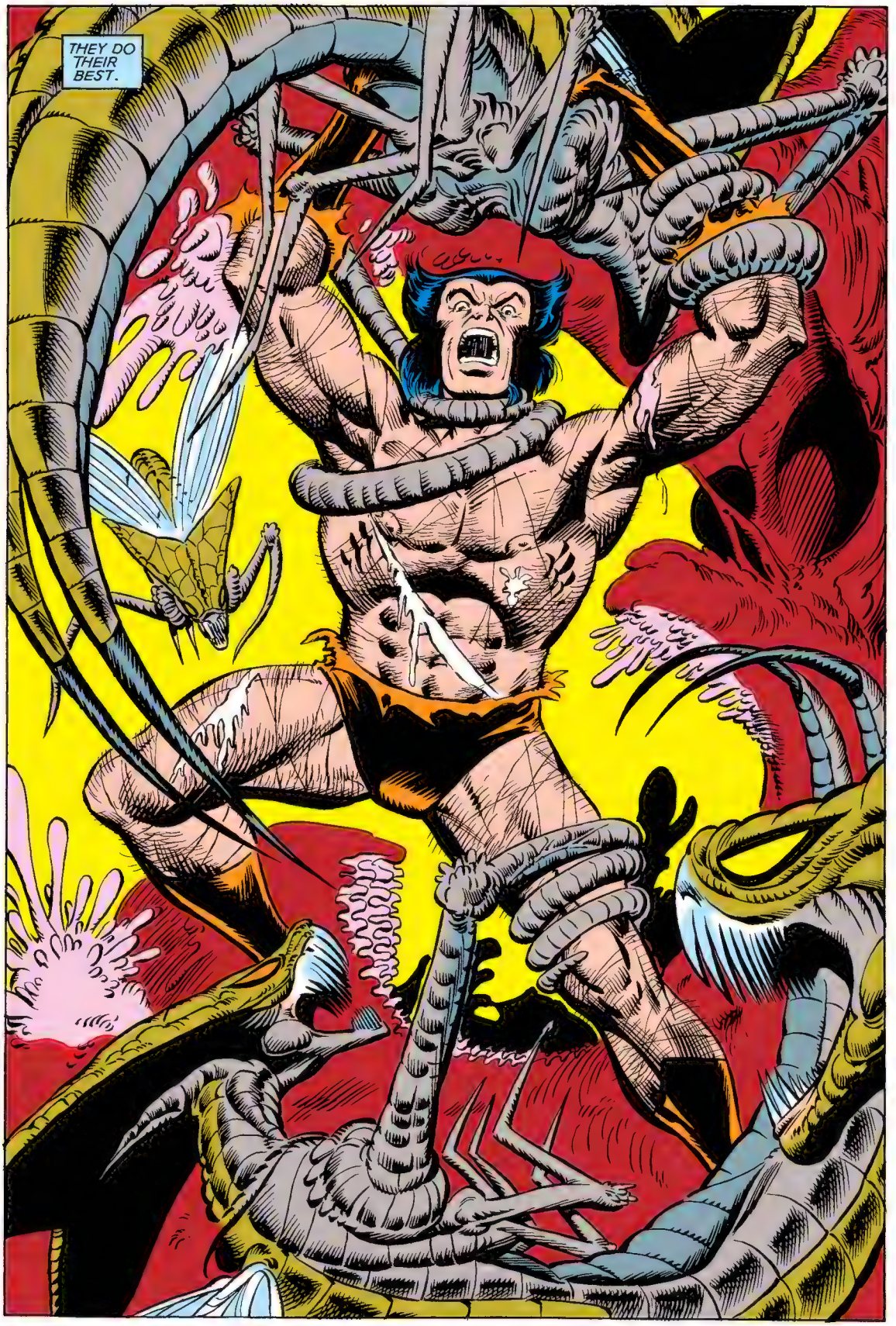

WHAT HAD BEEN DONE TO US, TO MAKE ME THINK SUCH THINGS?!
ELSEWHERE IN THE PALACE, I FOUND THE ANSWER.
A CADRE OF SLEAZOIDS HAD GATHERED FOR A CEREMONY. THE OBJECT OF THEIR ATTENTION WAS AN OLD FOE OF THE X-MEN, A RENEGADE MEMBER OF LILANDRA'S IMPERIAL GUARD: FANG.

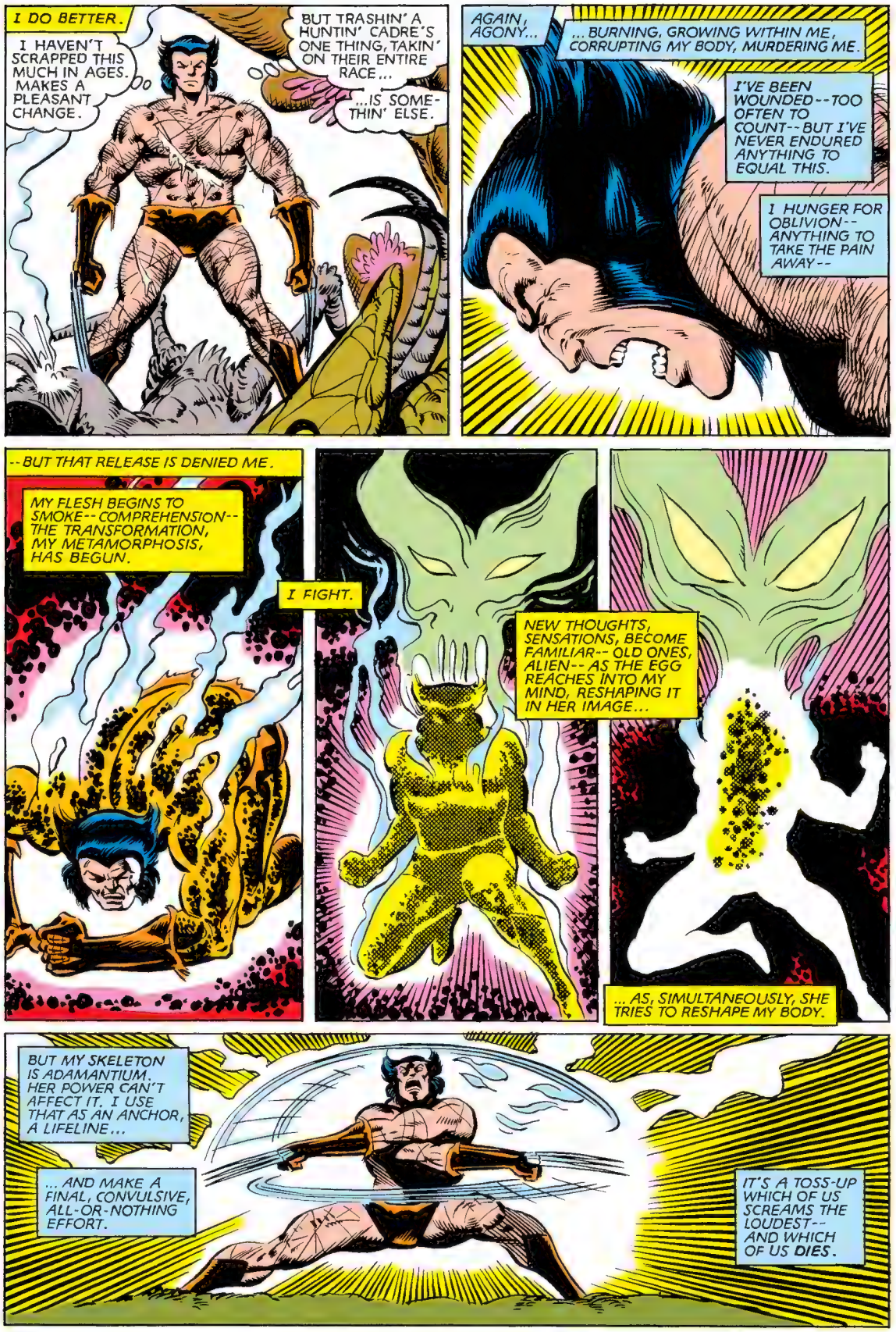
I GRINNED. SERVED THE SUCKER RIGHT IF THE BROOD-- FOR WHOM HE'D WORKED TO OVERTHROW LIL-- WERE GONNA REWARD HIS TREACHERY WITH TORTURE OR EXECUTION.
HE WAS PLEADIN'. THEY WERE LAUGHIN'. SURPRISINGLY, I UNDERSTOOD THEIR LANGUAGE.
FANG'S BODY BEGAN TO SMOKE. HE SHRIEKED. I STOPPED GRINNIN'.

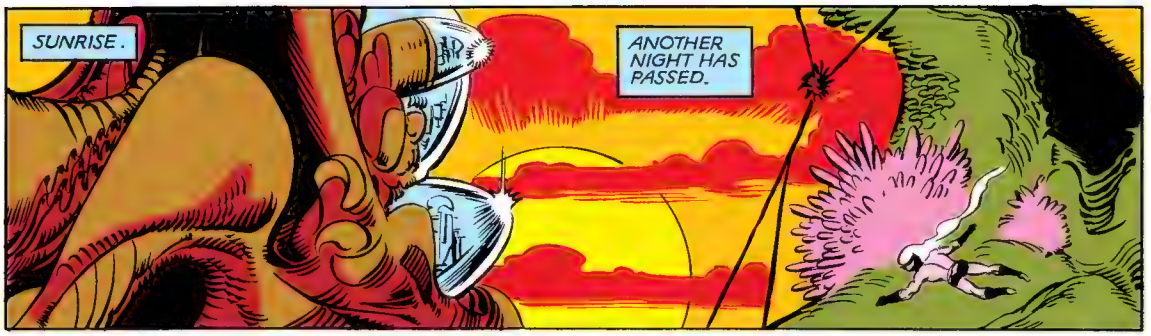

WHY... ARE YOU DOING... THIS?! MY MISTRESS, DEATHBIRD, IS YOUR ALLY!
THE BROOD NEEDS NO ALLIES, OUTWORLDER. THERE ARE ONLY ENEMIES--AND SLAVES! WE USED DEATHBIRD...
...AS WE NOW USE YOU!
"THE EMBRYO OF A WARRIOR-PRIME WAS IMPLANTED WITHIN YOU. THAT EGG HAS NOW REACHED MATURITY. IT IS 'HATCHING.'
"IT WILL CONSUME YOU, FANG, TRANSFORM YOU.
"AND, IN THE PROCESS, ABSORB THE TOTALITY...
"... OF YOUR MEMORIES, YOUR ABILITIES, YOUR GENETIC POTENTIAL.
"FAREWELL, 'ALLY.' YOU GAVE YOUR LIFE FOR THE NOBLEST OF REASONS--
"... THAT ONE OF THE BROOD MIGHT BE BORN!"
THE PIECES FELL INTO PLACE. THE CEREMONY IN THE THRONE ROOM FINALLY MADE SENSE.
WE'D BEEN INFECTED, TOO--MADE HOSTS FOR THEIR QUEEN'S EGGS. WHAT HAPPENED TO FANG--WOULD HAPPEN TO US.
NO!!
AN INTRUDER!
ONE OF THE X-MEN!
SEIZE HIM!
THE CHASE WAS ON.

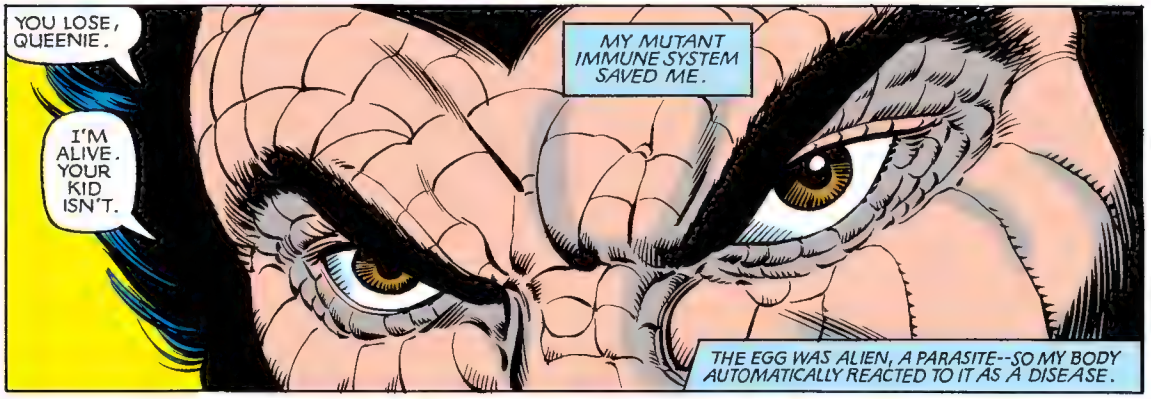

EVEN IF WE ESCAPE, WHAT'S THE POINT? PERHAPS AN ANTIDOTE, A CURE EXISTS, BUT IF ONE DOESN'T...
I WANT TO QUIT--IT'D BE EASY TO QUIT--BUT... I CAN'T. I'M NOT AN ANIMAL. I'M A MAN. AN X-MAN!
I'M STILL ALIVE. I'M GONNA FIGHT TO STAY THAT WAY!
I MAY LOSE. BUT I'LL NEVER SURRENDER!
THAT NOISE--A SLEAZOID!
I RECOGNIZE THE MARKINGS--IT'S THE WARRIOR FANG HOSTED. I LIKE THE IRONY.
HE'S MY TICKET BACK INTO THE PALACE. BY SKY-DIVING, I CAN REACH HIM.
IT'S RISKY--IF HE HEARS ME AND DODGES, THERE'S NOTHIN' BUT MILES OF OPEN AIR BETWEEN ME AND THE GROUND.
MY KIND OF GAMBLE. I PLAY IT PERFECTLY.
THE SLEAZOID IS ON HIS FIRST FLIGHT, TESTING HIS WINGS.
INEXPERIENCED, A LITTLE OVERCONFIDENT AND CARELESS, HIS MIND ON OTHER THINGS...
...HE NEVER KNOWS WHAT HITS HIM.
SNIKT!
HE TRIES TO IMPALE ME ON HIS STINGERS. I MAKE SURE HE CAN'T.


THAT'S ALL SHE WROTE, BUB. COOPERATE, OR I'LL GUT YOU.
I'M NOT BLUFFING.
HE KNOWS IT.
HE DOES AS HE'S TOLD, CONFIDENT-- HE TELLS ME-- THAT HE'S CARRYIN' ME TO CERTAIN DEATH.
YOUR FATE IS SEALED, HUMAN.
SO'S YOURS, IF YOU DON'T SHUT UP.
THEN...
...ANOTHER ATTACK, THE WORST YET, SO MUCH PAIN, HITTIN' SO FAST, THAT I CAN'T EVEN SCREAM.
FOR MY PRISONER, IT'S A GOLDEN OPPORTUNITY.
HE MAKES THE MOST OF IT.
BROTHERS-- A PRESENT FOR YOU!
WOLVERINE, HOW NICE OF YOU TO DROP IN.
TAKE HIM, HUNTERS. BUT IF HE RESISTS--
--KILL HIM!

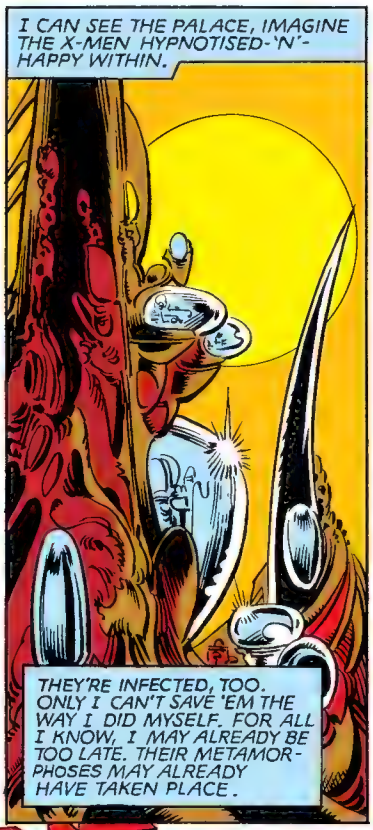

THEY DO THEIR BEST.

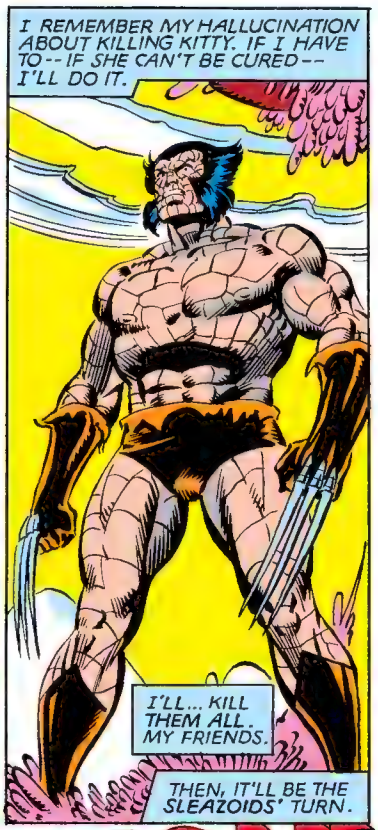

I DO BETTER.
I HAVEN'T SCRAPPED THIS MUCH IN AGES. MAKES A PLEASANT CHANGE.
BUT TRASHIN' A HUNTIN' CADRE'S ONE THING, TAKIN' ON THEIR ENTIRE RACE...
...IS SOMETHIN' ELSE.
AGAIN, AGONY...
...BURNING, GROWING WITHIN ME, CORRUPTING MY BODY, MURDERING ME.
I'VE BEEN WOUNDED--TOO OFTEN TO COUNT--BUT I'VE NEVER ENDURED ANYTHING TO EQUAL THIS.
I HUNGER FOR OBLIVION--ANYTHING TO TAKE THE PAIN AWAY--
--BUT THAT RELEASE IS DENIED ME.
MY FLESH BEGINS TO SMOKE--COMPREHENSION--THE TRANSFORMATION, MY METAMORPHOSIS, HAS BEGUN.
I FIGHT.
NEW THOUGHTS, SENSATIONS, BECOME FAMILIAR--OLD ONES, ALIEN--AS THE EGG REACHES INTO MY MIND, RESHAPING IT IN HER IMAGE...
...AS, SIMULTANEOUSLY, SHE TRIES TO RESHAPE MY BODY.
BUT MY SKELETON IS ADAMANTIUM. HER POWER CAN'T AFFECT IT. I USE THAT AS AN ANCHOR, A LIFELINE...
... AND MAKE A FINAL, CONVULSIVE, ALL-OR-NOTHING EFFORT.
IT'S A TOSS-UP WHICH OF US SCREAMS THE LOUDEST--AND WHICH OF US DIES.




YOU LOSE, QUEENIE.
I'M ALIVE. YOUR KID ISN'T.
MY MUTANT IMMUNE SYSTEM SAVED ME.
THE EGG WAS ALIEN, A PARASITE--SO MY BODY AUTOMATICALLY REACTED TO IT AS A DISEASE.

THAT WAS WHY I WAS SO SICK...SIDE-EFFECTS OF MY BODY'S STRUGGLE TO EXPUNGE THE INVADER, AND ITS TO SURVIVE. BUT ALTHOUGH IT NEVER GAINED MORE THAN A TOEHOLD, THE EGG STILL PUT UP A HELLUVA FIGHT.
I ALMOST LOST. AN' THE STRAIN FLAMIN' NEAR KILLED ME.

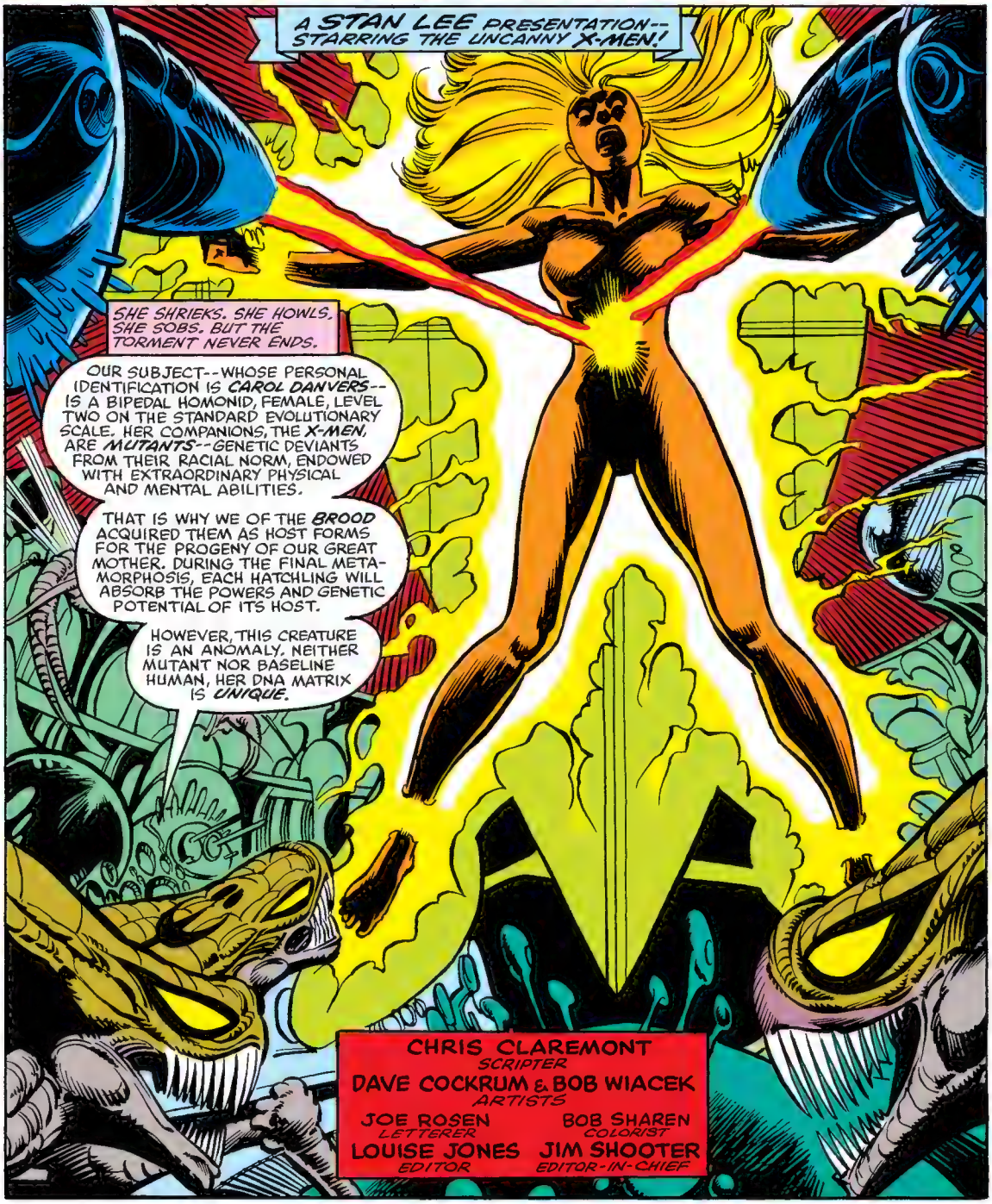

I CAN SEE THE PALACE, IMAGINE THE X-MEN HYPNOTISED-'N'-HAPPY WITHIN.
THEY'RE INFECTED, TOO. ONLY I CAN'T SAVE 'EM THE WAY I DID MYSELF. FOR ALL I KNOW, I MAY ALREADY BE TOO LATE. THEIR METAMORPHOSES MAY ALREADY HAVE TAKEN PLACE.

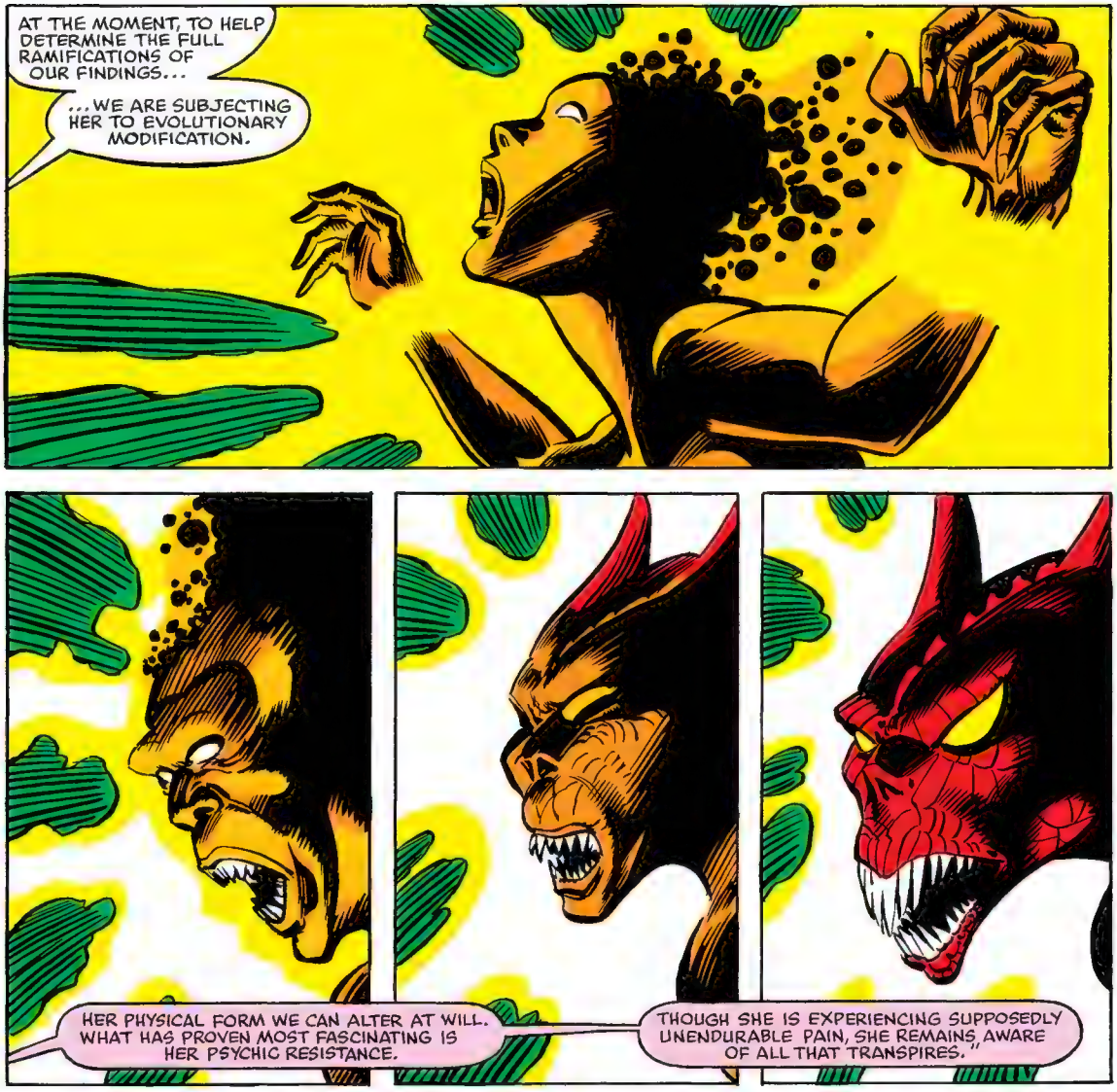

I REMEMBER MY HALLUCINATION ABOUT KILLING KITTY. IF I HAVE TO -- IF SHE CAN'T BE CURED -- I'LL DO IT.
I'LL... KILL THEM ALL. MY FRIENDS.
THEN, IT'LL BE THE SLEAZOIDS' TURN.

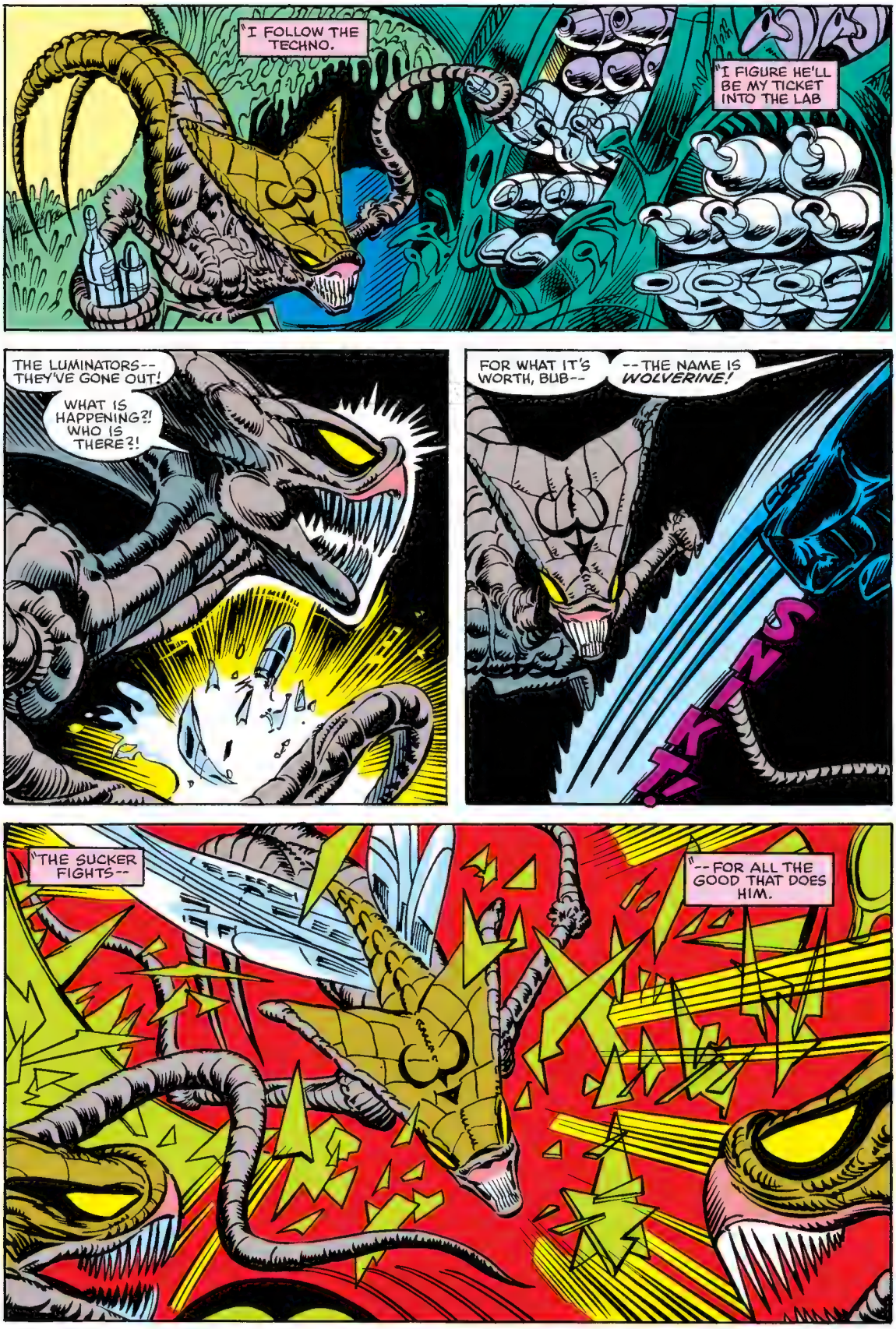
NEXT RESCUE MISSION!

60¢
163
NOV
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM

RESCUE MISSION

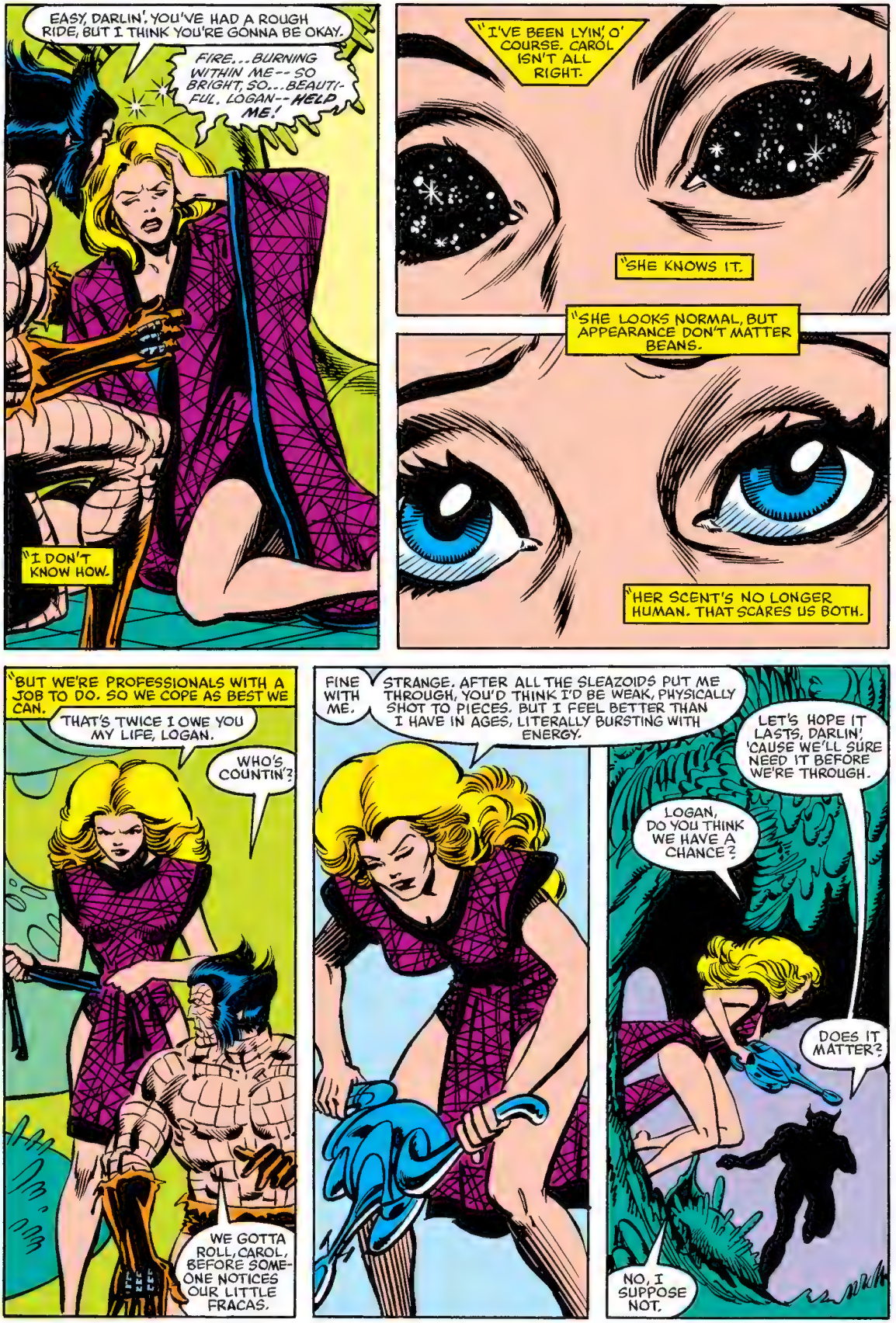

A STAN LEE PRESENTATION--
STARRING THE UNCANNY X-MEN!
SHE SHRIEKS. SHE HOWLS. SHE SOBS. BUT THE TORMENT NEVER ENDS.
OUR SUBJECT--WHOSE PERSONAL IDENTIFICATION IS CAROL DANVERS--IS A BIPEDAL HOMONID, FEMALE, LEVEL TWO ON THE STANDARD EVOLUTIONARY SCALE. HER COMPANIONS, THE X-MEN, ARE MUTANTS--GENETIC DEVIANTS FROM THEIR RACIAL NORM, ENDOWED WITH EXTRAORDINARY PHYSICAL AND MENTAL ABILITIES.
THAT IS WHY WE OF THE BROOD ACQUIRED THEM AS HOST FORMS FOR THE PROGENY OF OUR GREAT MOTHER. DURING THE FINAL METAMORPHOSIS, EACH HATCHLING WILL ABSORB THE POWERS AND GENETIC POTENTIAL OF ITS HOST.
HOWEVER, THIS CREATURE IS AN ANOMALY. NEITHER MUTANT NOR BASELINE HUMAN, HER DNA MATRIX IS UNIQUE.
CHRIS CLAREMONT
SCRIPTER
DAVE COCKRUM & BOB WIACEK
ARTISTS
JOE ROSEN
LETTERER
BOB SHAREN
COLORIST
LOUISE JONES
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

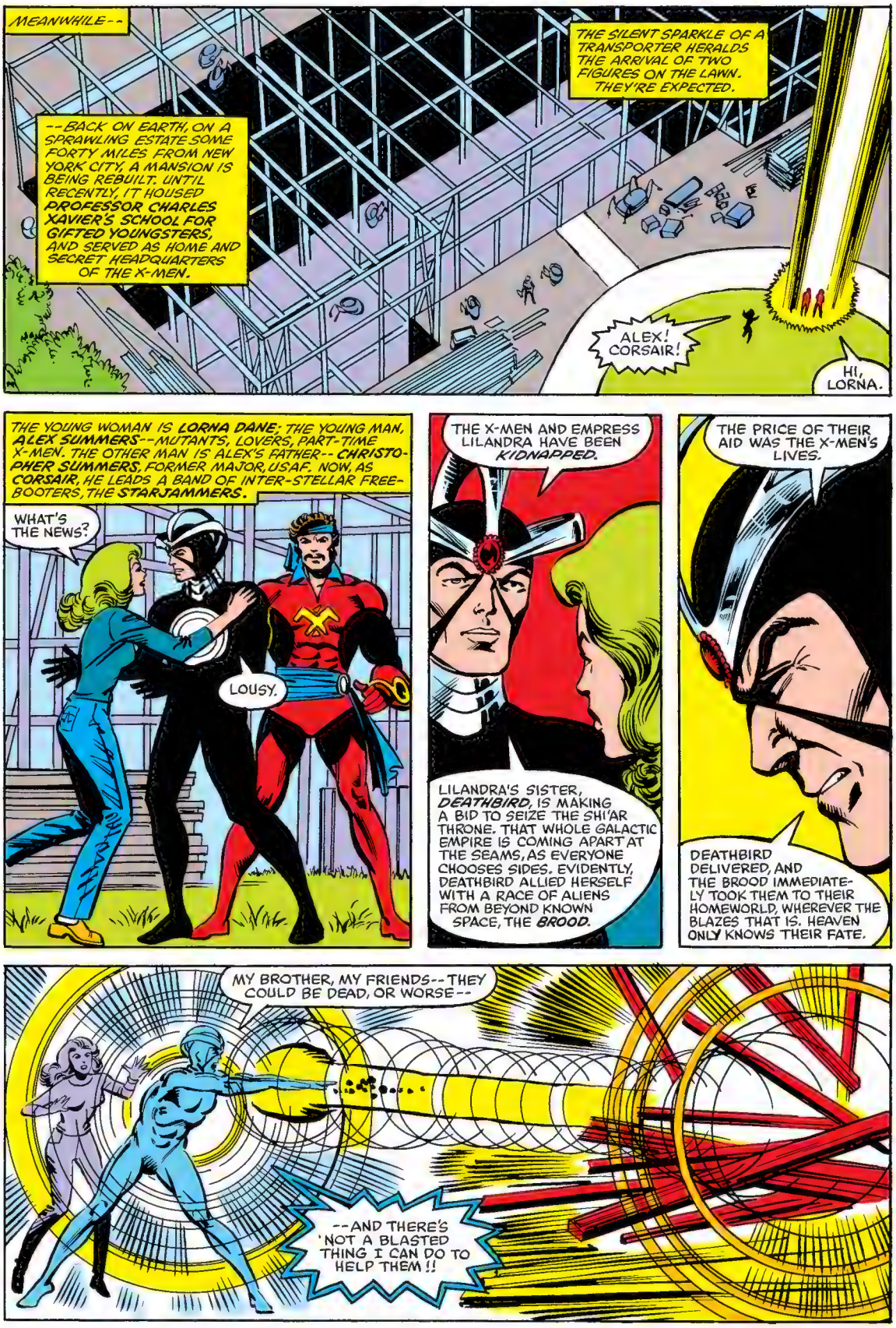

AT THE MOMENT, TO HELP DETERMINE THE FULL RAMIFICATIONS OF OUR FINDINGS...
...WE ARE SUBJECTING HER TO EVOLUTIONARY MODIFICATION.
HER PHYSICAL FORM WE CAN ALTER AT WILL. WHAT HAS PROVEN MOST FASCINATING IS HER PSYCHIC RESISTANCE.
THOUGH SHE IS EXPERIENCING SUPPOSEDLY UNENDURABLE PAIN, SHE REMAINS AWARE OF ALL THAT TRANSPIRES."
SHE REMAINS SANE. AND DEFIANT, TO AN EXTENT I WOULD NOT HAVE BELIEVED POSSIBLE.
DZÍLÒS, PROVIDE SOME REFRESHMENT FOR OUR GUESTS.
AT ONCE, SCHOLAR.
"IT'S TAKEN ME THE BETTER PART OF A DAY AN' A NIGHT TO REACH THE SLEAZOID CITY. THE FIRST FAMILIAR SCENT I TAG IS CAROL'S. SHE'S IN A LAB COMPLEX.
I REMEMBER HER BEIN' CARRIED OFF BY A COUPLE'A BROOD SCIENTISTS, FOR AN 'EXAMINATION.' I'M NOT SURE WHICH WOULD BE WORSE -- FINDIN' HER DEAD...
"...OR ALIVE.


I FOLLOW THE TECHNO.
I FIGURE HE'LL BE MY TICKET INTO THE LAB
THE LUMINATORS-- THEY'VE GONE OUT!
WHAT IS HAPPENING?! WHO IS THERE?!
FOR WHAT IT'S WORTH, BUB--
--THE NAME IS WOLVERINE!
SNIKT!
THE SUCKER FIGHTS--
--FOR ALL THE GOOD THAT DOES HIM.

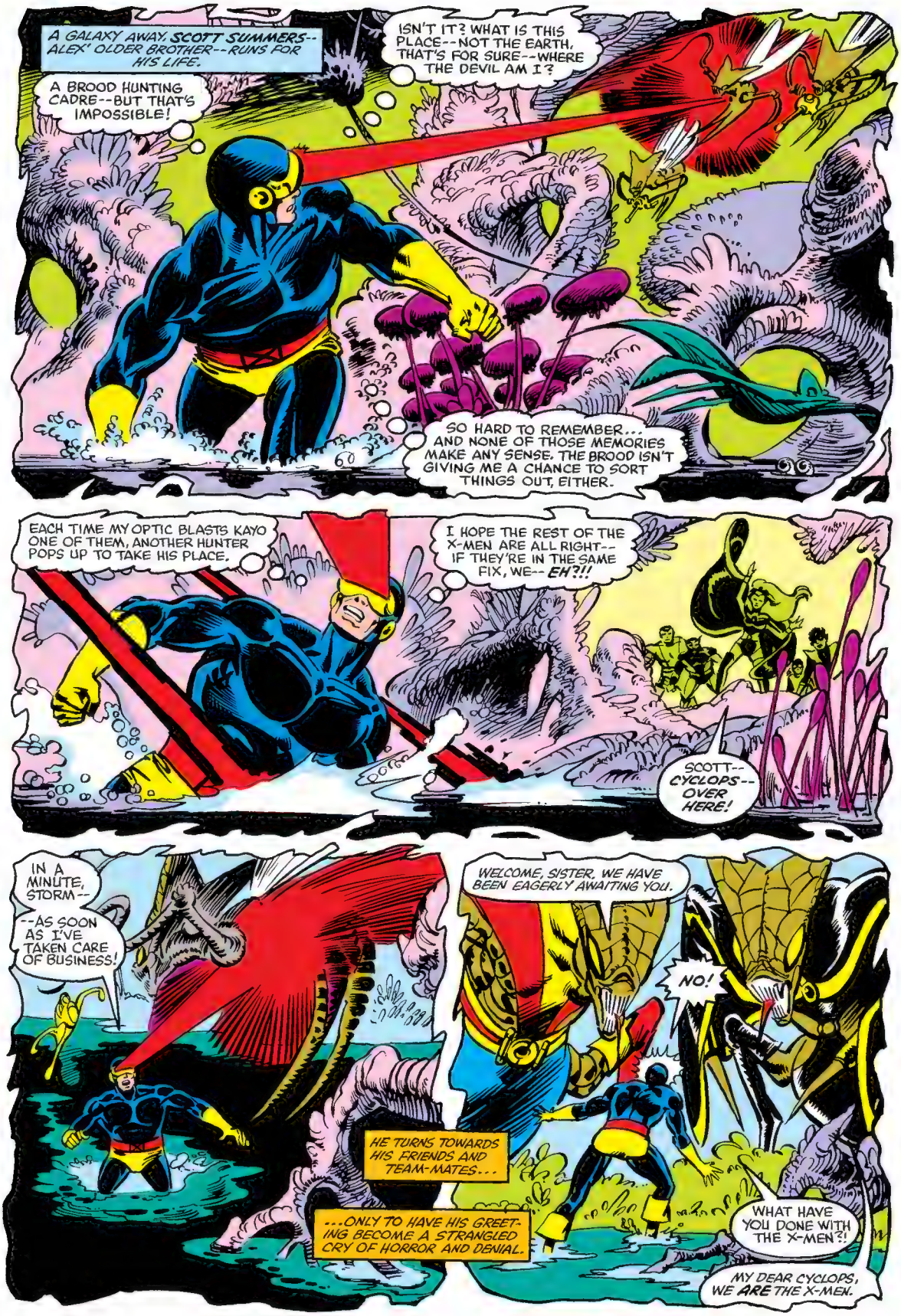
EVENIN', GENTS.
THE X-MAN-- WOLVERINE!
HE IS A RENEGADE-- SLAY HIM!
BUB--
--I WAS HOPIN' YOU'D SAY THAT.
"MY CLAWS ARE PURE ADAMANTIUM-- THE STRONGEST METAL KNOWN-- RAZOR-KEEN, RETRACTABLE INTO MY FOREARMS. MY SKELETON'S LACED WITH THE SAME STUFF, MAKIN' MY BONES VIRTUALLY UNBREAKABLE.
"WHAT CLASSES ME AS A MUTANT, THOUGH, IS MY BODY'S NATURAL ABILITY TO HEAL ANY WOUND, CURE ANY DISEASE. EXTENSIONS O' THAT BASIC TALENT GIVE ME FANTASTICALLY KEEN SENSES AN' ABILITIES. I'M FAST, STRONG, AGILE -- HELL ON WHEELS.
"DEFINITE ASSETS IN MY LINE O' WORK.
"TECHNICALLY, I'M A SUPER HERO, ONE O' THE GOOD GUYS.
"BEFORE THAT, I WAS AN AGENT, CANADIAN SECRET SERVICE.
"BEFORE THAT, A COMMANDO.
"BY BIRTH, TRAININ', CHOICE, I'M A WARRIOR--
"--THE BEST THERE IS--
"--AS THIS CROWD QUICKLY LEARNS.

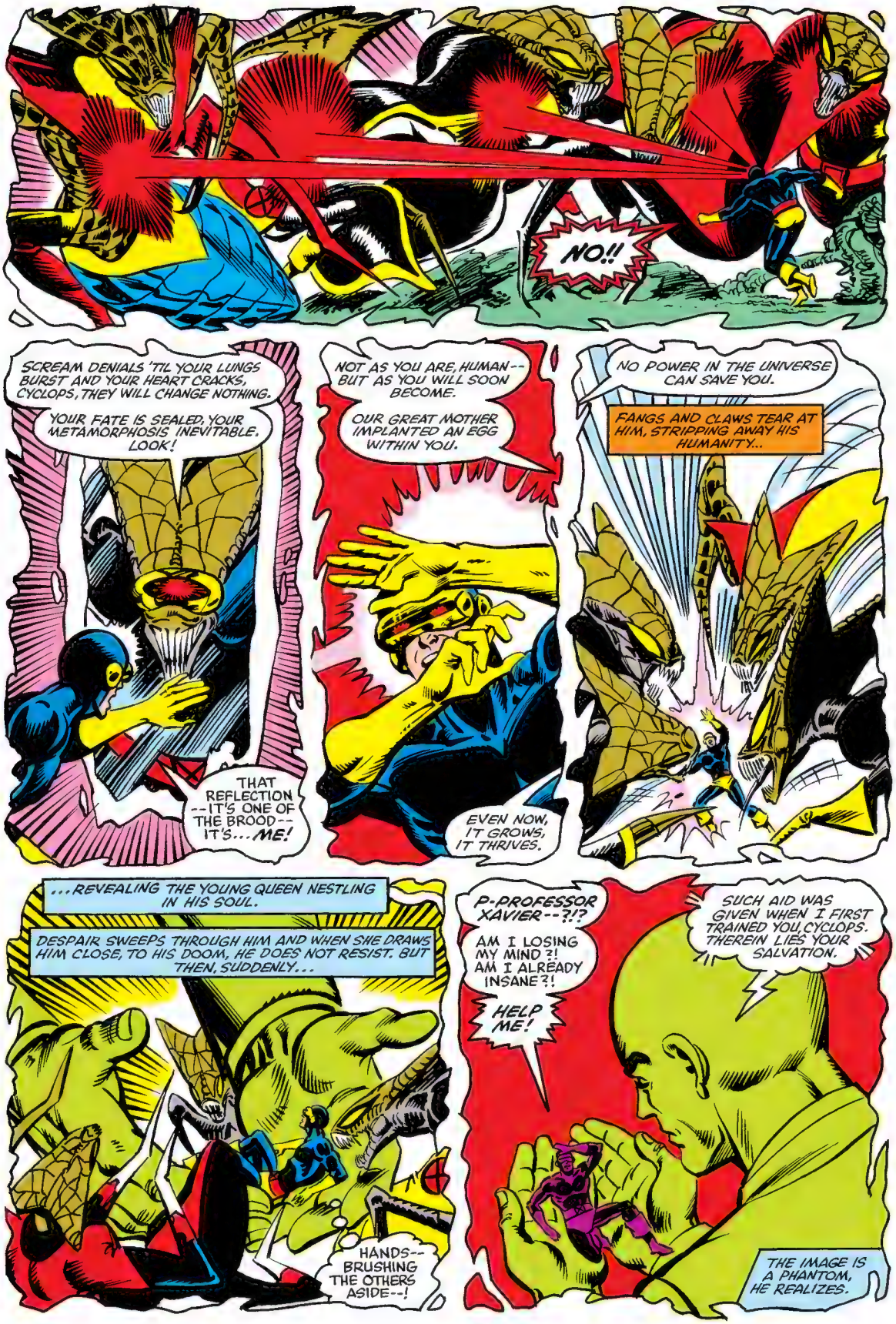
"I HEAR A MOAN...
"CAROL.
"WE GO BACK A WAYS, SHE AN' I--WE WORKED TOGETHER A LOT WHEN SHE WAS A PART OF U.S. AIR FORCE INTELLIGENCE--SHE'S A FRIEND.
"WHEN THE RUSSIAN KGB CAPTURED HER, I WAS ONE O' THE TEAM THAT DISOBEYED ORDERS AN' PULLED HER OUT.
"SHE WAS A LOVELY LADY--SKIN AN' SOUL.
"NOW SHE'S BARELY RECOGNIZABLE AS A HUMAN BEING.
"HER FEATURES FLOW LIKE HOT WAX SHAPED BY SOME SICKO SCULPTOR'S HANDS, SHIFTING WITHOUT RHYME OR REASON. OBVIOUSLY, THE SLEAZOID GIZMO IS RESPONSIBLE.
"PROBLEM IS, HOW TO SHUT THE SUCKER DOWN.
SHOULD I EVEN TRY? THERE'S NO GUARANTEE SHE'LL REVERT TO HUMAN. MAYBE IT'D BE BETTER TO PUT HER OUT OF HER MISERY. FIRST, CAROL...
...THEN THE X-MEN.
"I CAN'T MAKE HEAD NOR TAIL OUT OF THE CONTROLS, SO I DECIDE TO LEAVE WELL ENOUGH ALONE--FIDDLIN'LL ONLY MAKE THINGS WORSE.
"INSTEAD, I CROSS MY FINGERS...
"...AN' WRECK EVERYTHING IN SIGHT. SIMPLE. EFFECTIVE. LIKE ME.
"I'M LUCKIER THAN I DESERVE.
"I HOPE CAROL FEELS THE SAME.

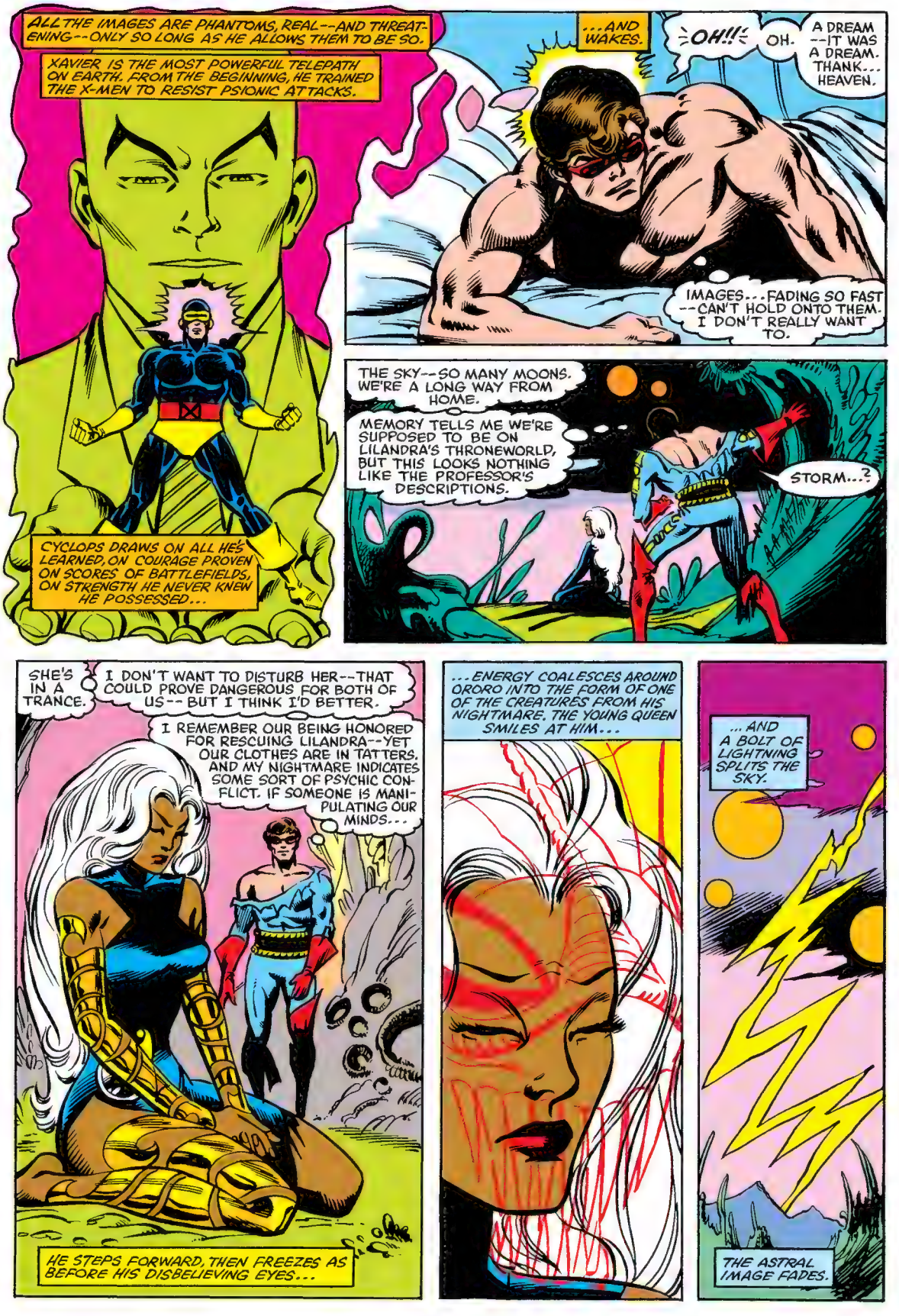

EASY, DARLIN', YOU'VE HAD A ROUGH RIDE, BUT I THINK YOU'RE GONNA BE OKAY.
FIRE...BURNING WITHIN ME--SO BRIGHT, SO...BEAUTIFUL. LOGAN--HELP ME!
"I DON'T KNOW HOW.
"I'VE BEEN LYIN', O' COURSE. CAROL ISN'T ALL RIGHT.
"SHE KNOWS IT.
"SHE LOOKS NORMAL, BUT APPEARANCE DON'T MATTER BEANS.
"HER SCENT'S NO LONGER HUMAN. THAT SCARES US BOTH.
"BUT WE'RE PROFESSIONALS WITH A JOB TO DO. SO WE COPE AS BEST WE CAN.
THAT'S TWICE I OWE YOU MY LIFE, LOGAN.
WHO'S COUNTIN'?
WE GOTTA ROLL, CAROL, BEFORE SOMEONE NOTICES OUR LITTLE FRACAS.
FINE WITH ME.
STRANGE. AFTER ALL THE SLEAZOIDS PUT ME THROUGH, YOU'D THINK I'D BE WEAK, PHYSICALLY SHOT TO PIECES. BUT I FEEL BETTER THAN I HAVE IN AGES, LITERALLY BURSTING WITH ENERGY.
LET'S HOPE IT LASTS, DARLIN', 'CAUSE WE'LL SURE NEED IT BEFORE WE'RE THROUGH.
LOGAN, DO YOU THINK WE HAVE A CHANCE?
DOES IT MATTER?
NO, I SUPPOSE NOT.

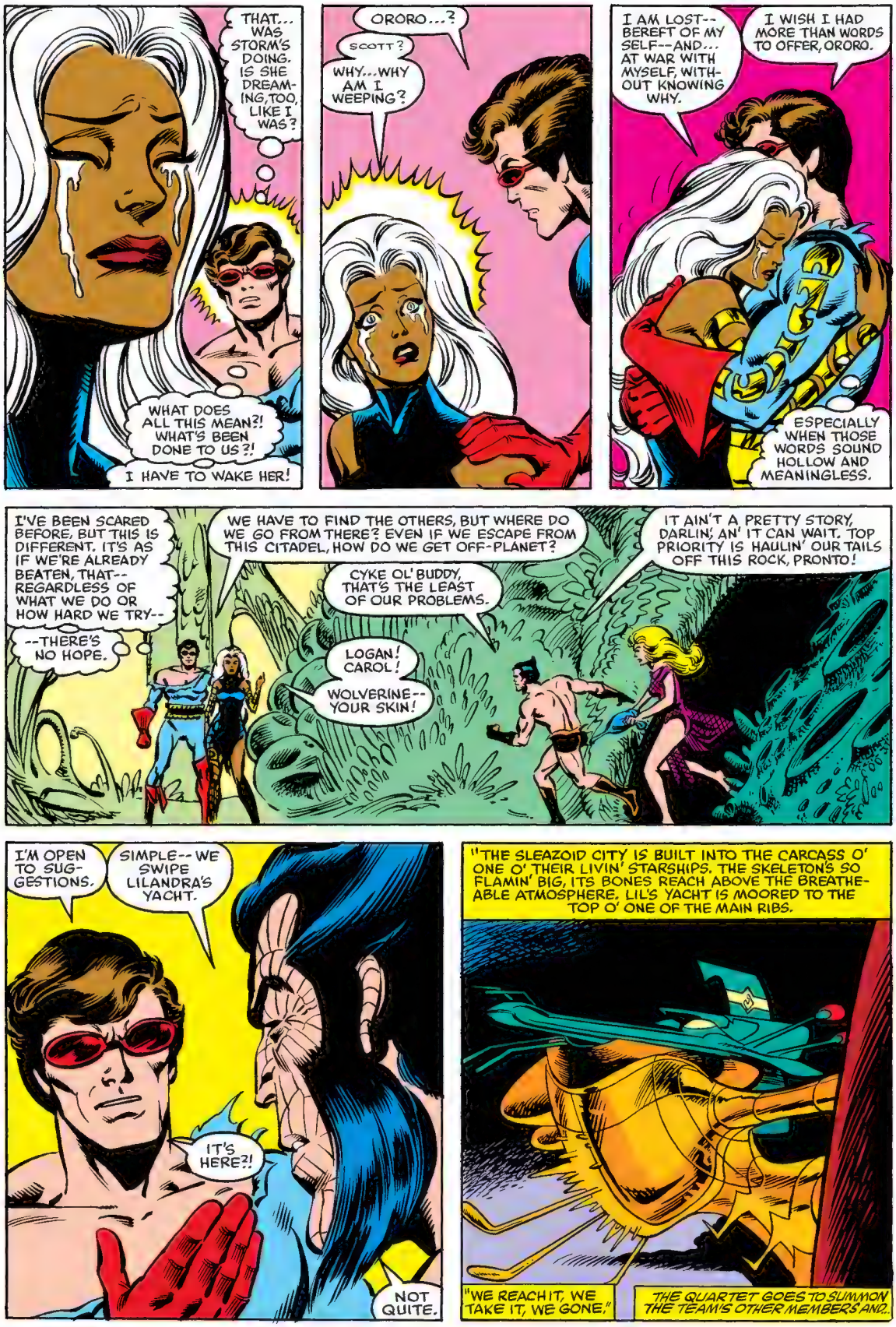

MEANWHILE--
--BACK ON EARTH, ON A SPRAWLING ESTATE SOME FORTY MILES FROM NEW YORK CITY, A MANSION IS BEING REBUILT. UNTIL RECENTLY, IT HOUSED PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, AND SERVED AS HOME AND SECRET HEADQUARTERS OF THE X-MEN.
THE SILENT SPARKLE OF A TRANSPORTER HERALDS THE ARRIVAL OF TWO FIGURES ON THE LAWN. THEY'RE EXPECTED.
ALEX! CORSAIR!
HI, LORNA.
THE YOUNG WOMAN IS LORNA DANE; THE YOUNG MAN, ALEX SUMMERS--MUTANTS, LOVERS, PART-TIME X-MEN. THE OTHER MAN IS ALEX'S FATHER--CHRISTOPHER SUMMERS, FORMER MAJOR, USAF. NOW, AS CORSAIR, HE LEADS A BAND OF INTER-STELLAR FREE-BOOTERS, THE STARJAMMERS.
WHAT'S THE NEWS?
LOUSY.
THE X-MEN AND EMPRESS LILANDRA HAVE BEEN KIDNAPPED.
LILANDRA'S SISTER, DEATHBIRD, IS MAKING A BID TO SEIZE THE SHI'AR THRONE. THAT WHOLE GALACTIC EMPIRE IS COMING APART AT THE SEAMS, AS EVERYONE CHOOSES SIDES. EVIDENTLY, DEATHBIRD ALLIED HERSELF WITH A RACE OF ALIENS FROM BEYOND KNOWN SPACE, THE BROOD.
THE PRICE OF THEIR AID WAS THE X-MEN'S LIVES.
DEATHBIRD DELIVERED, AND THE BROOD IMMEDIATELY TOOK THEM TO THEIR HOMEWORLD, WHEREVER THE BLAZES THAT IS. HEAVEN ONLY KNOWS THEIR FATE.
MY BROTHER, MY FRIENDS--THEY COULD BE DEAD, OR WORSE--
--AND THERE'S 'NOT A BLASTED THING I CAN DO TO HELP THEM!!

AN ENERGY BOLT--ARE WE UNDER ATTACK?!
CORSAIR REACTS AUTOMATICALLY, WITH THE SPEED OF THOUGHT, USING THE PHASING JEWELS ON HIS GLOVES TO SUMMON HIS HAND WEAPONS. IN A SPLIT-SECOND, HE'S READY FOR ACTION.
SORRY, DAD. MY FAULT. FALSE ALARM.
I UNDERSTAND, SON. WE ALL NEED TO BLOW OFF SOME STEAM.
YOU SEEM T' BE A MITE NERVOUS, MAJOR.
BETTER NERVOUS THAN DEAD, DR. MACTAGGERT.
GOOD POINT. MIGHT I ASK YUIR PLANS?
MY SON HAS BEEN KIDNAPPED. I INTEND TO RESCUE HIM. OR AVENGE HIM.
ALEX'LL WANT TO GO WITH YOU.
I WON'T LET HIM, MUCH AS I'D LIKE HIM BY MY SIDE, IF ANYTHING HAS HAPPENED TO SCOTT, OR HAPPENS TO ME, AT LEAST ALEX WILL BE SAFE
ALSO, THIS WILL BE A KILLING MISSION. I'M USED TO THAT. ALEX ISN'T. I DON'T WANT HIM TO LEARN.
WE'LL BE WARPING OUT OF ORBIT AS SOON AS I BEAM UP. I WANTED TO SAY GOOD-BYE TO YOU AND PROFESSOR XAVIER.
CHARLES ISN'T HERE. HE'S TAKING THIS VERY HARD, CHRIS--NOT SO MUCH THAT THE X-MEN ARE IN DANGER, BUT THAT, FOR ALL HIS POWER, HE WAS AND IS UNABLE TO DO ANYTHING ABOUT IT.
HE'S A STRONG MAN, MOIRA. HE'LL RECOVER.
HE'S LOST THE WOMAN HE LOVES AND HIS BELOVED X-MEN, HIS FAMILY. HE'S ALONE, CHRIS. AYE, HE'S STRONG, BUT EVEN THE STRONGEST BACK HAS ITS BREAKING POINT.
I FEAR, FOR CHARLEY, THIS MAY BE IT.
FAREWELL, CORSAIR. GOOD LUCK.

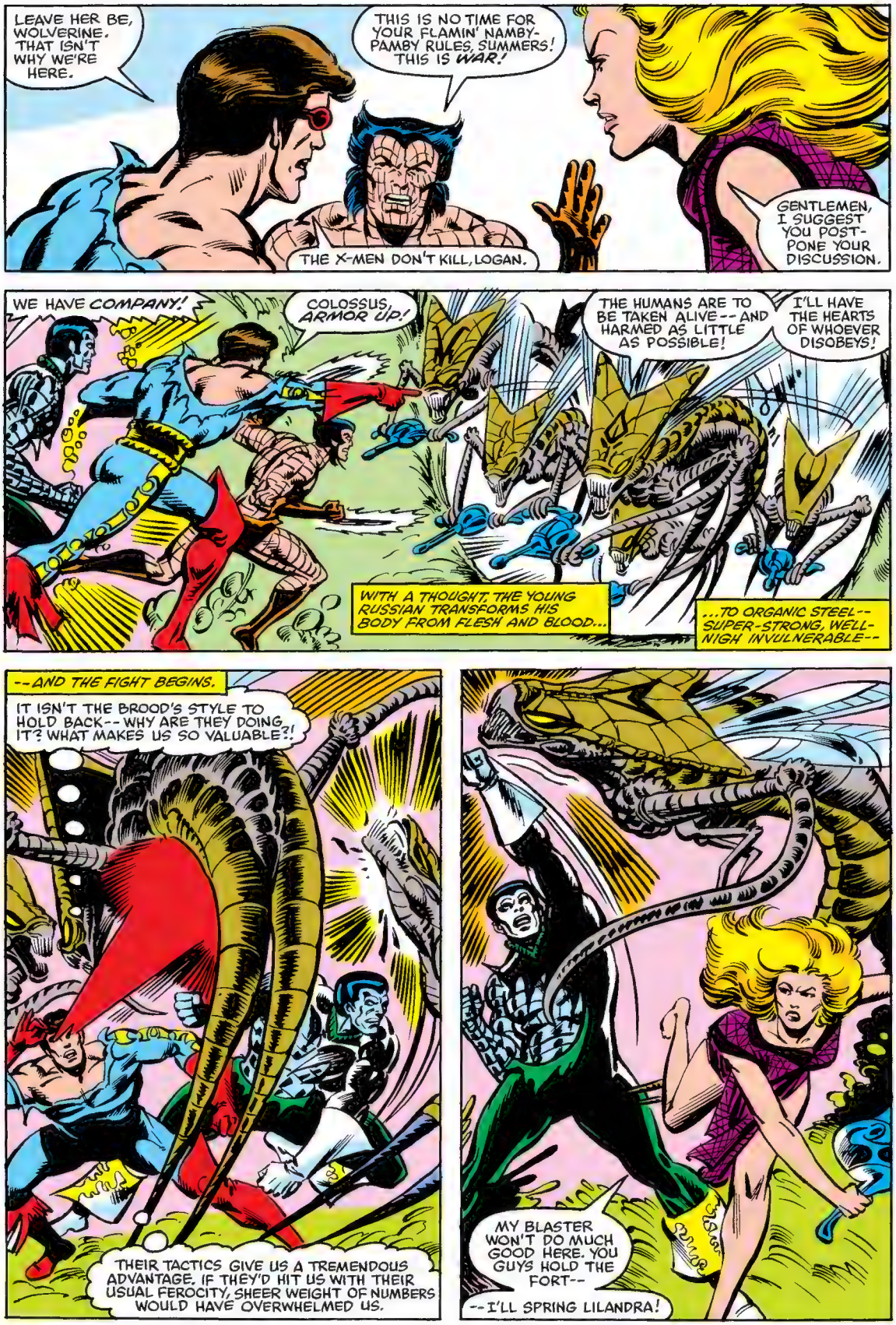

A GALAXY AWAY, SCOTT SUMMERS--ALEX' OLDER BROTHER--RUNS FOR HIS LIFE.
A BROOD HUNTING CADRE--BUT THAT'S IMPOSSIBLE!
ISN'T IT? WHAT IS THIS PLACE--NOT THE EARTH, THAT'S FOR SURE--WHERE THE DEVIL AM I?
SO HARD TO REMEMBER... AND NONE OF THOSE MEMORIES MAKE ANY SENSE. THE BROOD ISN'T GIVING ME A CHANCE TO SORT THINGS OUT, EITHER.
EACH TIME MY OPTIC BLASTS KAYO ONE OF THEM, ANOTHER HUNTER POPS UP TO TAKE HIS PLACE.
I HOPE THE REST OF THE X-MEN ARE ALL RIGHT--IF THEY'RE IN THE SAME FIX, WE--EH?!!
SCOTT--CYCLOPS--OVER HERE!
IN A MINUTE, STORM--
--AS SOON AS I'VE TAKEN CARE OF BUSINESS!
WELCOME, SISTER. WE HAVE BEEN EAGERLY AWAITING YOU.
NO!
HE TURNS TOWARDS HIS FRIENDS AND TEAM-MATES...
...ONLY TO HAVE HIS GREETING BECOME A STRANGLED CRY OF HORROR AND DENIAL.
WHAT HAVE YOU DONE WITH THE X-MEN?!
MY DEAR CYCLOPS, WE ARE THE X-MEN.

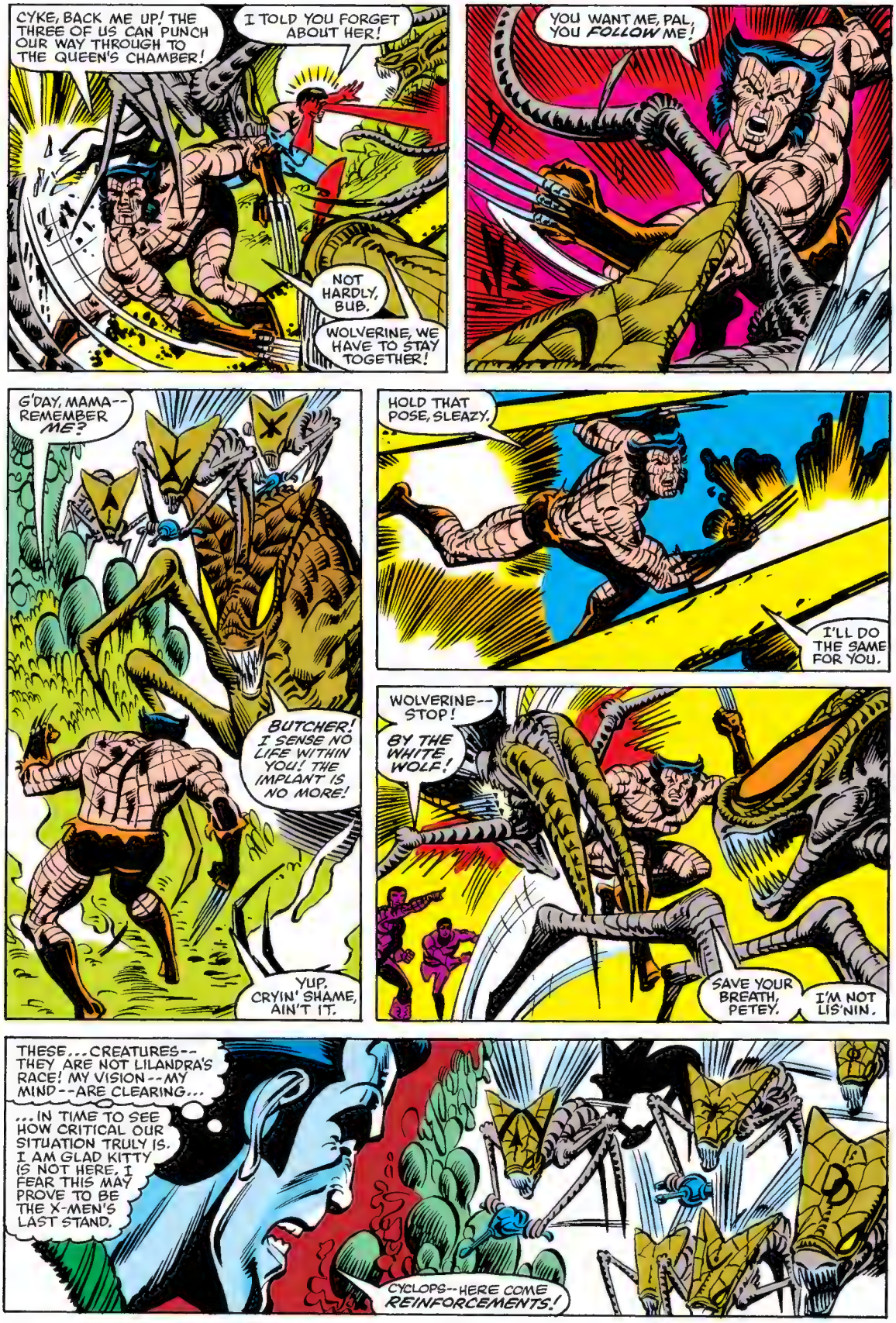

NO!!
SCREAM DENIALS 'TIL YOUR LUNGS BURST AND YOUR HEART CRACKS, CYCLOPS, THEY WILL CHANGE NOTHING.
YOUR FATE IS SEALED, YOUR METAMORPHOSIS INEVITABLE. LOOK!
THAT REFLECTION --IT'S ONE OF THE BROOD-- IT'S... ME!
NOT AS YOU ARE, HUMAN-- BUT AS YOU WILL SOON BECOME.
OUR GREAT MOTHER IMPLANTED AN EGG WITHIN YOU.
EVEN NOW, IT GROWS, IT THRIVES.
NO POWER IN THE UNIVERSE CAN SAVE YOU.
FANGS AND CLAWS TEAR AT HIM, STRIPPING AWAY HIS HUMANITY...
...REVEALING THE YOUNG QUEEN NESTLING IN HIS SOUL.
DESPAIR SWEEPS THROUGH HIM AND WHEN SHE DRAWS HIM CLOSE, TO HIS DOOM, HE DOES NOT RESIST. BUT THEN, SUDDENLY...
HANDS-- BRUSHING THE OTHERS ASIDE--!
P-PROFESSOR XAVIER--?!?
AM I LOSING MY MIND?! AM I ALREADY INSANE?!
HELP ME!
SUCH AID WAS GIVEN WHEN I FIRST TRAINED YOU, CYCLOPS. THEREIN LIES YOUR SALVATION.
THE IMAGE IS A PHANTOM, HE REALIZES.


ALL THE IMAGES ARE PHANTOMS, REAL--AND THREATENING--ONLY SO LONG AS HE ALLOWS THEM TO BE SO.
XAVIER IS THE MOST POWERFUL TELEPATH ON EARTH. FROM THE BEGINNING, HE TRAINED THE X-MEN TO RESIST PSIONIC ATTACKS.
CYCLOPS DRAWS ON ALL HE'S LEARNED, ON COURAGE PROVEN ON SCORES OF BATTLEFIELDS, ON STRENGTH HE NEVER KNEW HE POSSESSED...
...AND WAKES.
OH!!
OH.
A DREAM --IT WAS A DREAM. THANK... HEAVEN.
IMAGES...FADING SO FAST --CAN'T HOLD ONTO THEM. I DON'T REALLY WANT TO.
THE SKY--SO MANY MOONS. WE'RE A LONG WAY FROM HOME.
MEMORY TELLS ME WE'RE SUPPOSED TO BE ON LILANDRA'S THRONEWORLD, BUT THIS LOOKS NOTHING LIKE THE PROFESSOR'S DESCRIPTIONS.
STORM...?
SHE'S IN A TRANCE.
I DON'T WANT TO DISTURB HER--THAT COULD PROVE DANGEROUS FOR BOTH OF US-- BUT I THINK I'D BETTER.
I REMEMBER OUR BEING HONORED FOR RESCUING LILANDRA--YET OUR CLOTHES ARE IN TATTERS, AND MY NIGHTMARE INDICATES SOME SORT OF PSYCHIC CONFLICT. IF SOMEONE IS MANIPULATING OUR MINDS...
HE STEPS FORWARD, THEN FREEZES AS BEFORE HIS DISBELIEVING EYES...
...ENERGY COALESCES AROUND ORORO INTO THE FORM OF ONE OF THE CREATURES FROM HIS NIGHTMARE. THE YOUNG QUEEN SMILES AT HIM...
...AND A BOLT OF LIGHTNING SPLITS THE SKY.
THE ASTRAL IMAGE FADES.

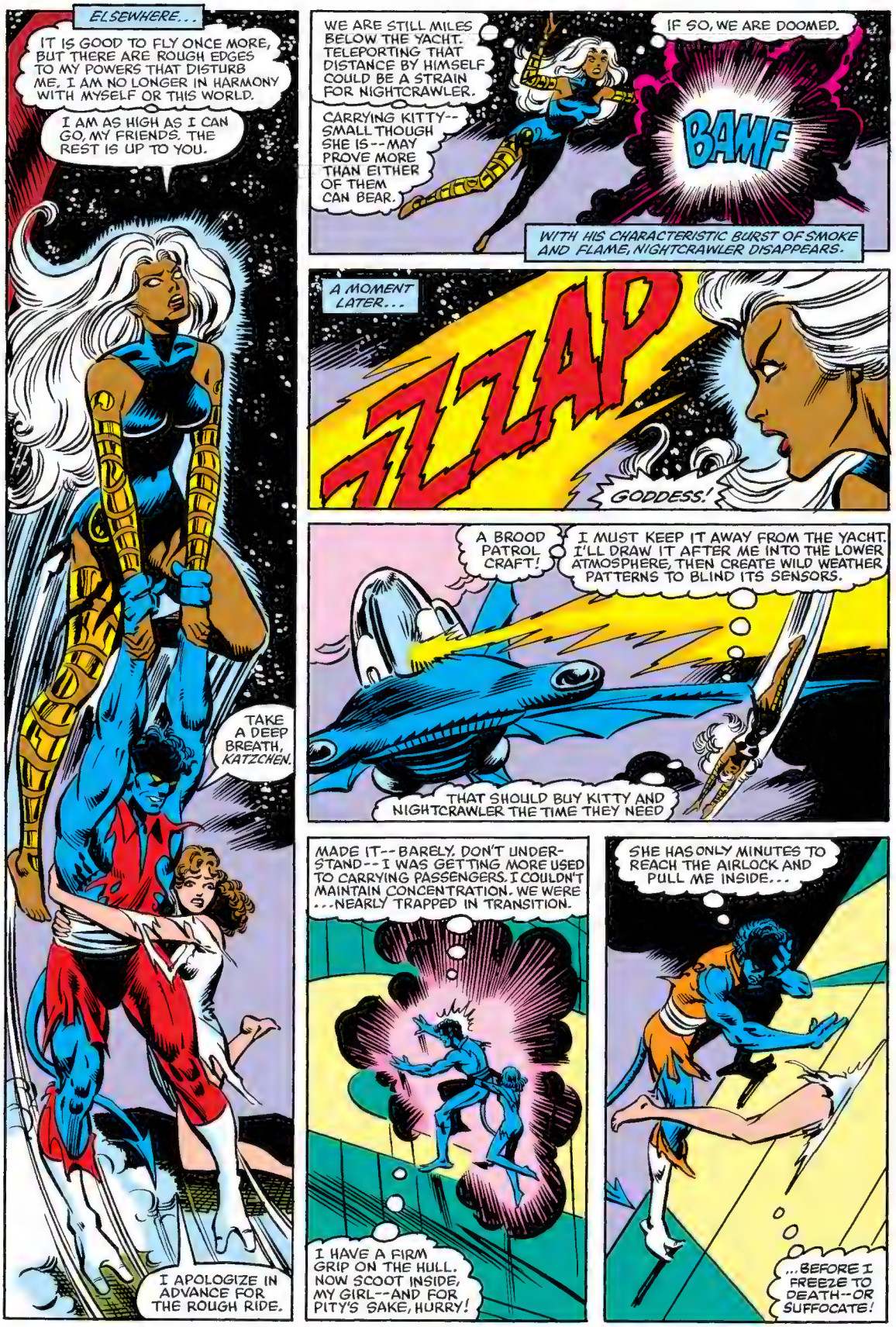

THAT... WAS STORM'S DOING. IS SHE DREAMING, TOO, LIKE I WAS?
WHAT DOES ALL THIS MEAN?! WHAT'S BEEN DONE TO US?!
I HAVE TO WAKE HER!
ORORO...?
SCOTT?
WHY...WHY AM I WEEPING?
I AM LOST-- BEREFT OF MY SELF---AND... AT WAR WITH MYSELF, WITHOUT KNOWING WHY.
I WISH I HAD MORE THAN WORDS TO OFFER, ORORO.
ESPECIALLY WHEN THOSE WORDS SOUND HOLLOW AND MEANINGLESS.
I'VE BEEN SCARED BEFORE, BUT THIS IS DIFFERENT. IT'S AS IF WE'RE ALREADY BEATEN, THAT-- REGARDLESS OF WHAT WE DO OR HOW HARD WE TRY--
--THERE'S NO HOPE.
WE HAVE TO FIND THE OTHERS, BUT WHERE DO WE GO FROM THERE? EVEN IF WE ESCAPE FROM THIS CITADEL, HOW DO WE GET OFF-PLANET?
CYKE OL' BUDDY, THAT'S THE LEAST OF OUR PROBLEMS.
LOGAN! CAROL!
WOLVERINE-- YOUR SKIN!
IT AIN'T A PRETTY STORY, DARLIN', AN' IT CAN WAIT. TOP PRIORITY IS HAULIN' OUR TAILS OFF THIS ROCK, PRONTO!
I'M OPEN TO SUGGESTIONS.
SIMPLE-- WE SWIPE LILANDRA'S YACHT.
IT'S HERE?!
NOT QUITE.
"THE SLEAZOID CITY IS BUILT INTO THE CARCASS O' ONE O' THEIR LIVIN' STARSHIPS. THE SKELETON'S SO FLAMIN' BIG, ITS BONES REACH ABOVE THE BREATHEABLE ATMOSPHERE. LIL'S YACHT IS MOORED TO THE TOP O' ONE OF THE MAIN RIBS.
"WE REACH IT, WE TAKE IT, WE GONE."
THE QUARTET GOES TO SUMMON THE TEAM'S OTHER MEMBERS AND...

...SOON...
CYCLOPS, I AM CONFUSED. DESPITE ALL YOU HAVE TOLD ME, I STILL PERCEIVE THIS AS LILANDRA'S PALACE. IT MAKES ME UNCOMFORTABLE TO SNEAK ABOUT, AS IF WE WERE IN SOME ENEMY'S CAMP.
WE ARE IN THE ENEMY'S CAMP, PETER, TRUST ME.
COLOSSUS, KITTY AND NIGHTCRAWLER STILL PERCEIVE ILLUSION, NOT REALITY. THAT COULD CAUSE PROBLEMS IF WE HAVE TO FIGHT.
THIS WAY, CYKE. LIL'S SCENT'S STILL STRONG.
THANK GOODNESS FOR WOLVERINE'S TRACKING ABILITIES. WITHOUT THEM, WE'D BE LOST FOREVER IN THIS MAZE.
I HATED SPLITTING THE TEAM, BUT I HAD NO ALTERNATIVE. WHILE WE FIND LILANDRA, IT'S UP TO STORM'S GROUP TO STEAL THE YACHT.
I WISH I KNEW WHAT WAS BOTHERING WOLVERINE. IT HAS SOMETHING TO DO WITH HIS WEIRD SKIN PATTERNING, BUT HE WON'T TALK ABOUT IT.
FASCINATING. THESE CORRIDORS DON'T APPEAR TO BE CONSTRUCTED, BUT THE RESULT OF SOME NATURAL, ORGANIC PROCESS.
TO ME, THEY FEEL LIKE NORMAL HALLWAYS.
AND WHEN I TOUCH THE WALLS, I FEEL METAL.
I SHOULD TELL CYKE ABOUT THE EGGS THE X-MEN ARE HOSTING, BUT I CAN'T. NOT YET. AN' HOW DO I TELL HIM THE REST--
--THAT MY BODY'S HEALING FACTOR DESTROYED THE EGG IMPLANTED IN ME, THAT I'M FINE.
SUPPOSE THERE'S NO CURE FOR THE OTHERS--WHAT THEN? DO I WATCH MY FRIENDS TRANSFORM INTO SLEAZOIDS?
OR DO I KILL THEM?
TUNNEL BRANCHES, CYKE. LEFT ONE LEADS TO LIL. RIGHT ONE--CRIPES, WE HIT THE JACKPOT!
THE QUEEN'S DOWN THERE--THE BROOD'S GREAT MOTHER! WE NAIL HER, WE'LL CRIPPLE THE WHOLE OUTFIT!

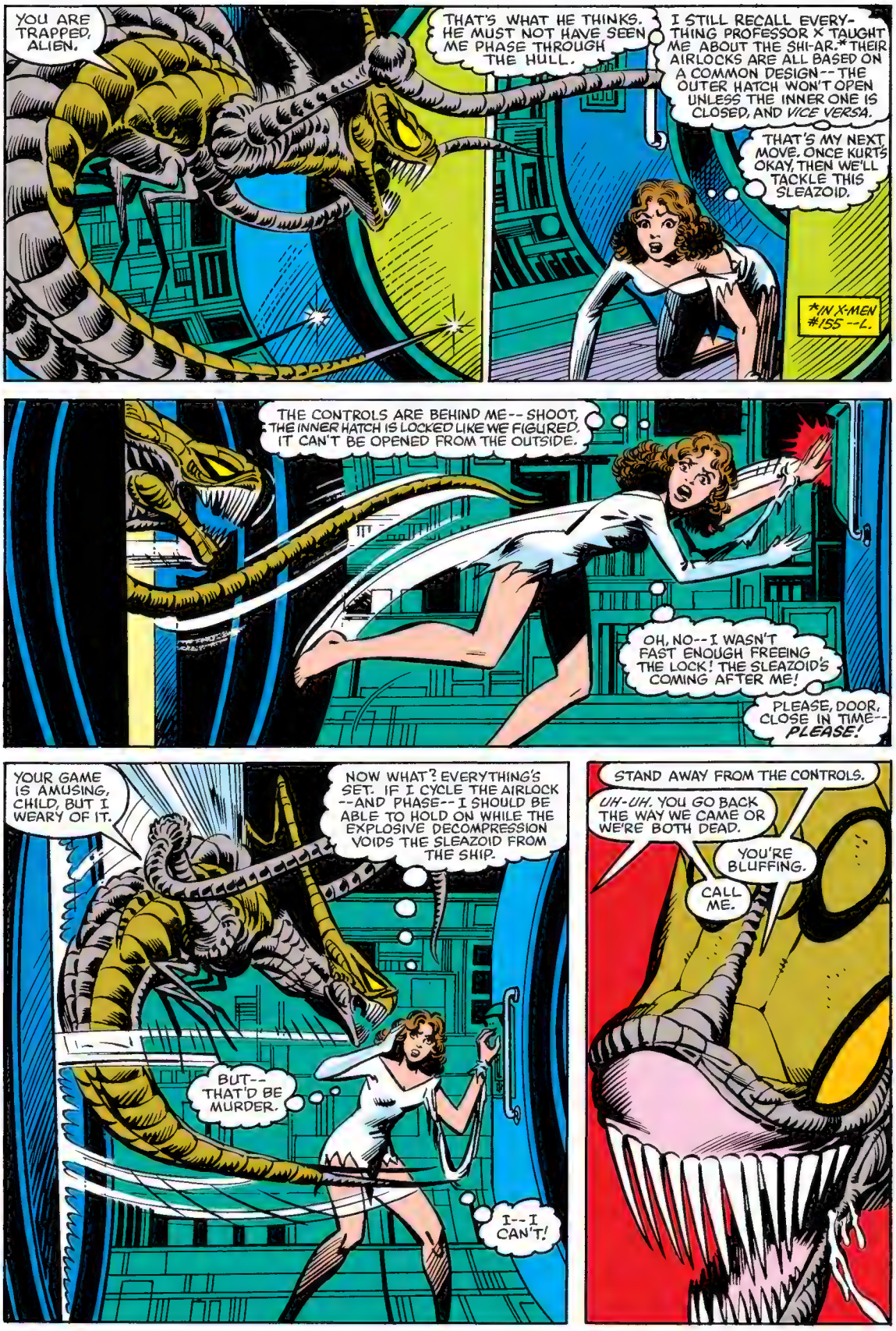

LEAVE HER BE, WOLVERINE. THAT ISN'T WHY WE'RE HERE.
THIS IS NO TIME FOR YOUR FLAMIN' NAMBY-PAMBY RULES, SUMMERS! THIS IS WAR!
GENTLEMEN, I SUGGEST YOU POST-PONE YOUR DISCUSSION.
THE X-MEN DON'T KILL, LOGAN.
WE HAVE COMPANY!
COLOSSUS, ARMOR UP!
THE HUMANS ARE TO BE TAKEN ALIVE -- AND HARMED AS LITTLE AS POSSIBLE!
I'LL HAVE THE HEARTS OF WHOEVER DISOBEYS!
WITH A THOUGHT, THE YOUNG RUSSIAN TRANSFORMS HIS BODY FROM FLESH AND BLOOD...
...TO ORGANIC STEEL -- SUPER-STRONG, WELL-NIGH INVULNERABLE --
--AND THE FIGHT BEGINS.
IT ISN'T THE BROOD'S STYLE TO HOLD BACK -- WHY ARE THEY DOING IT? WHAT MAKES US SO VALUABLE?!
THEIR TACTICS GIVE US A TREMENDOUS ADVANTAGE. IF THEY'D HIT US WITH THEIR USUAL FEROCITY, SHEER WEIGHT OF NUMBERS WOULD HAVE OVERWHELMED US.
MY BLASTER WON'T DO MUCH GOOD HERE. YOU GUYS HOLD THE FORT --
--I'LL SPRING LILANDRA!

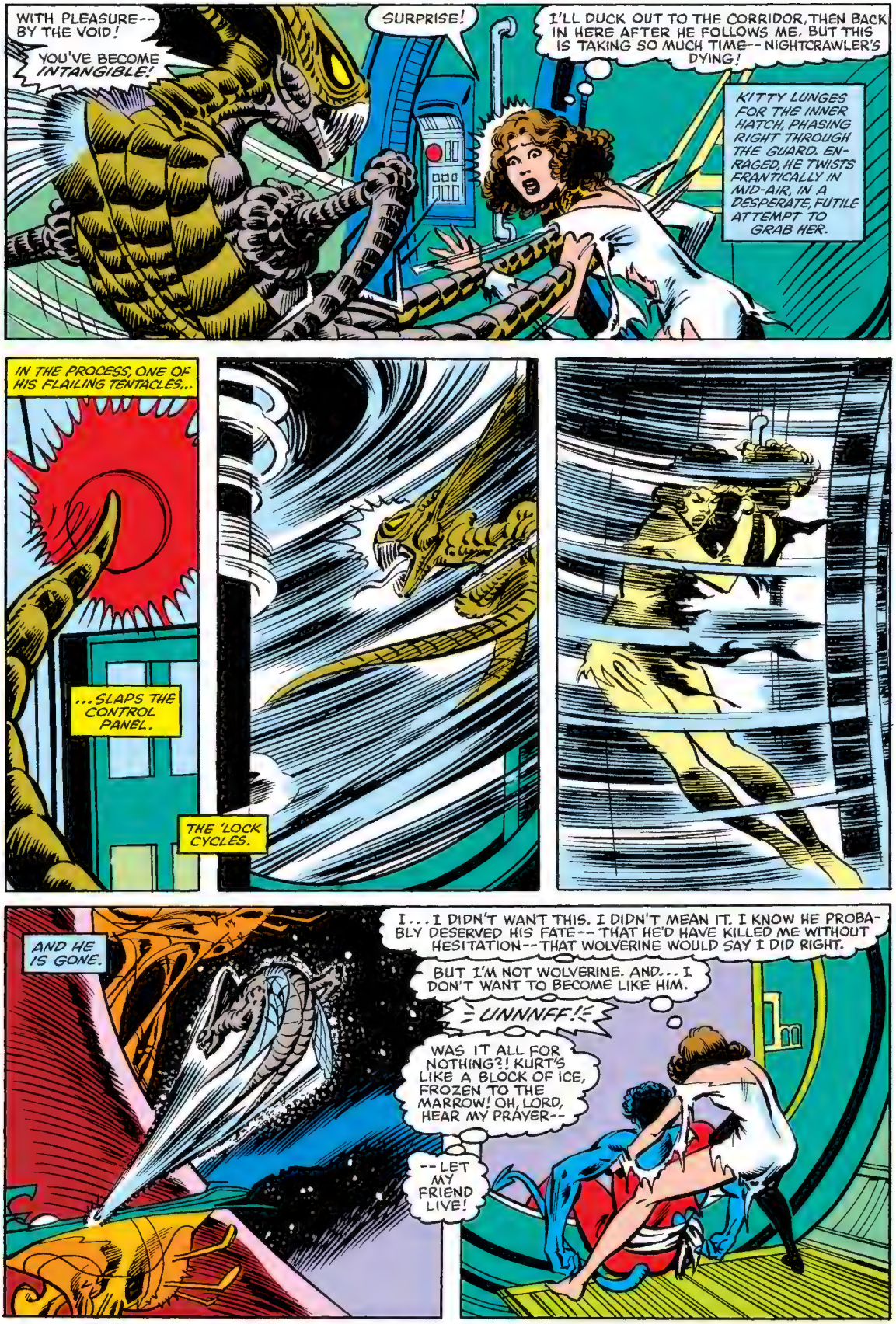

CYKE, BACK ME UP! THE THREE OF US CAN PUNCH OUR WAY THROUGH TO THE QUEEN'S CHAMBER!
I TOLD YOU FORGET ABOUT HER!
NOT HARDLY, BUB.
WOLVERINE, WE HAVE TO STAY TOGETHER!
YOU WANT ME, PAL, YOU FOLLOW ME!
G'DAY, MAMA-- REMEMBER ME?
BUTCHER! I SENSE NO LIFE WITHIN YOU! THE IMPLANT IS NO MORE!
YUP. CRYIN' SHAME, AIN'T IT.
HOLD THAT POSE, SLEAZY.
I'LL DO THE SAME FOR YOU.
WOLVERINE-- STOP!
BY THE WHITE WOLF!
SAVE YOUR BREATH, PETEY.
I'M NOT LIS'NIN.
THESE...CREATURES-- THEY ARE NOT LILANDRA'S RACE! MY VISION--MY MIND--ARE CLEARING...
...IN TIME TO SEE HOW CRITICAL OUR SITUATION TRULY IS. I AM GLAD KITTY IS NOT HERE, I FEAR THIS MAY PROVE TO BE THE X-MEN'S LAST STAND.
CYCLOPS--HERE COME REINFORCEMENTS!

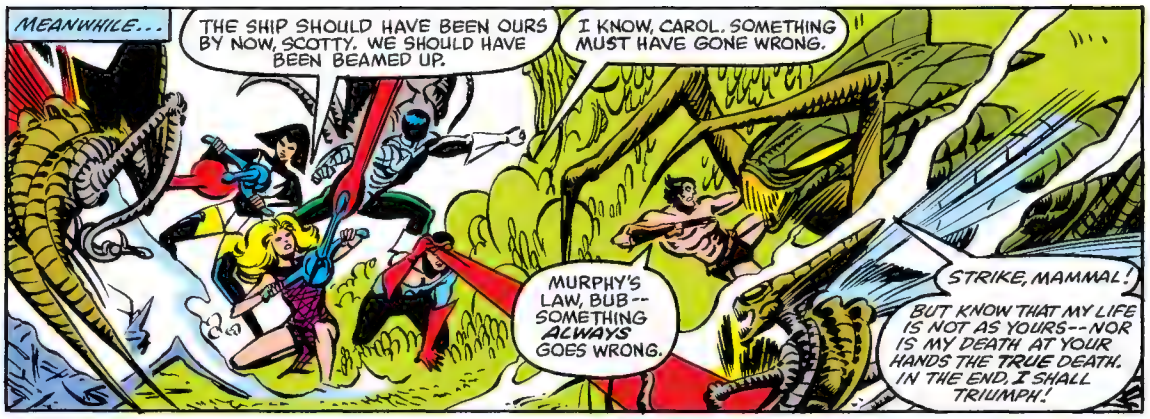
LEAVE THEM TO US, TOVARISCH.
NICE SHOOTING, MAJESTY.
THE SHI'AR ARE WARRIORS, TOO, CAROL--AND OUR PROWESS CONQUERED A GALAXY.
THE BROOD WILL RUE THE DAY THEY CHOSE ME FOR A FOE--AS WILL MY RENEGADE SISTER.
WE HAVE WHAT WE CAME FOR, CYCLOPS.
I SUGGEST A STRATEGIC WITHDRAWAL.
YOU HEARD THE LADY, TROOPS.
NO WAY, BUSTER!
I DON'T LEAVE A JOB BEFORE IT'S FINISHED.
HOW 'BOUT I CARRY YOU OUT, MISTER.
YOU'RE WELCOME TO TRY.
STAYING HERE COULD FINISH US ALL!
WE'RE AS GOOD AS DEAD ALREADY, THANKS TO THE QUEEN. AT LEAST KILLING HER BALANCES THE SCALES!
DO WHAT YOU LIKE, CYKE--I'M STAYIN'!

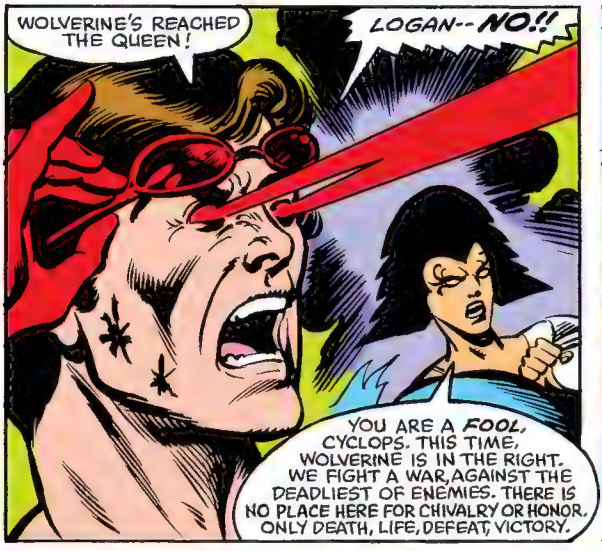

ELSEWHERE...
IT IS GOOD TO FLY ONCE MORE, BUT THERE ARE ROUGH EDGES TO MY POWERS THAT DISTURB ME. I AM NO LONGER IN HARMONY WITH MYSELF OR THIS WORLD.
I AM AS HIGH AS I CAN GO, MY FRIENDS. THE REST IS UP TO YOU.
TAKE A DEEP BREATH, KATZCHEN.
I APOLOGIZE IN ADVANCE FOR THE ROUGH RIDE.
WE ARE STILL MILES BELOW THE YACHT. TELEPORTING THAT DISTANCE BY HIMSELF COULD BE A STRAIN FOR NIGHTCRAWLER.
CARRYING KITTY--SMALL THOUGH SHE IS--MAY PROVE MORE THAN EITHER OF THEM CAN BEAR.
IF SO, WE ARE DOOMED.
BAMF
WITH HIS CHARACTERISTIC BURST OF SMOKE AND FLAME, NIGHTCRAWLER DISAPPEARS.
A MOMENT LATER...
ZZZAP
GODDESS!
A BROOD PATROL CRAFT!
I MUST KEEP IT AWAY FROM THE YACHT. I'LL DRAW IT AFTER ME INTO THE LOWER ATMOSPHERE, THEN CREATE WILD WEATHER PATTERNS TO BLIND ITS SENSORS.
THAT SHOULD BUY KITTY AND NIGHTCRAWLER THE TIME THEY NEED
MADE IT--BARELY. DON'T UNDERSTAND--I WAS GETTING MORE USED TO CARRYING PASSENGERS. I COULDN'T MAINTAIN CONCENTRATION. WE WERE ...NEARLY TRAPPED IN TRANSITION.
I HAVE A FIRM GRIP ON THE HULL. NOW SCOOT INSIDE, MY GIRL--AND FOR PITY'S SAKE, HURRY!
SHE HAS ONLY MINUTES TO REACH THE AIRLOCK AND PULL ME INSIDE...
...BEFORE I FREEZE TO DEATH--OR SUFFOCATE!

BRRRRR!
IT WAS FRIGID OUT THERE. POOR NIGHT-CRAWLER-- EVEN WITH HIS FURRY SKIN, THAT COLD MUST BE BRUTAL. IF ONLY HE COULD HAVE TELEPORTED ABOARD.
BUT HE CAN ONLY 'PORT TO PLACES HE CAN SEE, OR THOSE HE KNOWS INTIMATELY. DARN, I WISH I COULD PHASE MORE THAN JUST MYSELF. I COULD HAVE BROUGHT HIM IN WITH ME.
THERE'S THE AIR-LOCK.
HALT, HUMAN!!
YYIIII!
YIELD, OR SUFFER THE CONSEQUENCES!
A SLEAZOID!
ORORO AND WOLVERINE TOLD ME ABOUT THEM, BUT I NEVER IMAGINED THEY'D BE SO HORRIBLE!
WATCH IT! HE'S GOOD WITH THOSE STINGERS!
MY ORDERS ARE TO TAKE YOU ALIVE, X-MAN.
THEREFORE, MY VENOM WILL MERELY STUN YOU. BUT THE EFFECT, THOUGH TRANSITORY, IS MOST UNPLEASANT.
I CAN'T WASTE TIME SPARRING WITH THIS CREEP. NIGHTCRAWLER NEEDS ME!

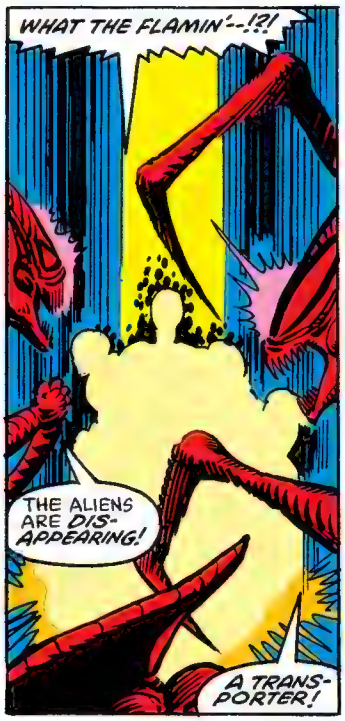

YOU ARE TRAPPED, ALIEN.
THAT'S WHAT HE THINKS. HE MUST NOT HAVE SEEN ME PHASE THROUGH THE HULL.
I STILL RECALL EVERYTHING PROFESSOR X TAUGHT ME ABOUT THE SHI-AR.* THEIR AIRLOCKS ARE ALL BASED ON A COMMON DESIGN--THE OUTER HATCH WON'T OPEN UNLESS THE INNER ONE IS CLOSED, AND VICE VERSA.
THAT'S MY NEXT MOVE. ONCE KURT'S OKAY, THEN WE'LL TACKLE THIS SLEAZOID.
*IN X-MEN #155 --L.
THE CONTROLS ARE BEHIND ME-- SHOOT, THE INNER HATCH IS LOCKED LIKE WE FIGURED. IT CAN'T BE OPENED FROM THE OUTSIDE.
OH, NO--I WASN'T FAST ENOUGH FREEING THE LOCK! THE SLEAZOID'S COMING AFTER ME!
PLEASE, DOOR, CLOSE IN TIME-- PLEASE!
YOUR GAME IS AMUSING, CHILD, BUT I WEARY OF IT.
NOW WHAT? EVERYTHING'S SET. IF I CYCLE THE AIRLOCK --AND PHASE-- I SHOULD BE ABLE TO HOLD ON WHILE THE EXPLOSIVE DECOMPRESSION VOIDS THE SLEAZOID FROM THE SHIP.
BUT-- THAT'D BE MURDER.
I-- I CAN'T!
STAND AWAY FROM THE CONTROLS.
UH-UH. YOU GO BACK THE WAY WE CAME OR WE'RE BOTH DEAD.
YOU'RE BLUFFING.
CALL ME.

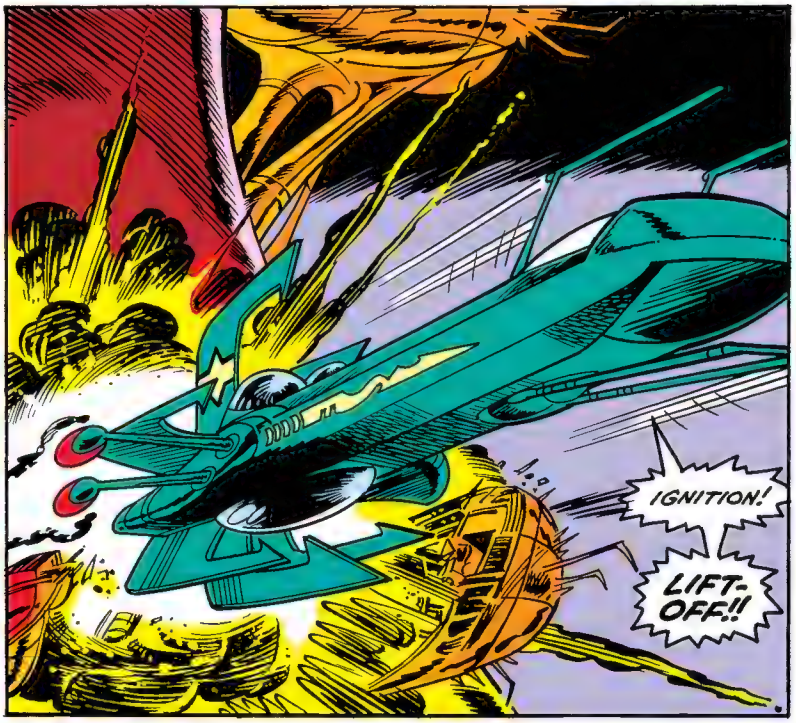

WITH PLEASURE-- BY THE VOID!
YOU'VE BECOME INTANGIBLE!
SURPRISE!
I'LL DUCK OUT TO THE CORRIDOR, THEN BACK IN HERE AFTER HE FOLLOWS ME. BUT THIS IS TAKING SO MUCH TIME-- NIGHTCRAWLER'S DYING!
KITTY LUNGES FOR THE INNER HATCH, PHASING RIGHT THROUGH THE GUARD. ENRAGED, HE TWISTS FRANTICALLY IN MID-AIR, IN A DESPERATE, FUTILE ATTEMPT TO GRAB HER.
IN THE PROCESS, ONE OF HIS FLAILING TENTACLES...
...SLAPS THE CONTROL PANEL.
THE 'LOCK' CYCLES.
AND HE IS GONE.
I...I DIDN'T WANT THIS. I DIDN'T MEAN IT. I KNOW HE PROBABLY DESERVED HIS FATE-- THAT HE'D HAVE KILLED ME WITHOUT HESITATION--THAT WOLVERINE WOULD SAY I DID RIGHT.
BUT I'M NOT WOLVERINE. AND...I DON'T WANT TO BECOME LIKE HIM.
=UNNNFF!=
WAS IT ALL FOR NOTHING?! KURT'S LIKE A BLOCK OF ICE, FROZEN TO THE MARROW! OH, LORD, HEAR MY PRAYER--
--LET MY FRIEND LIVE!

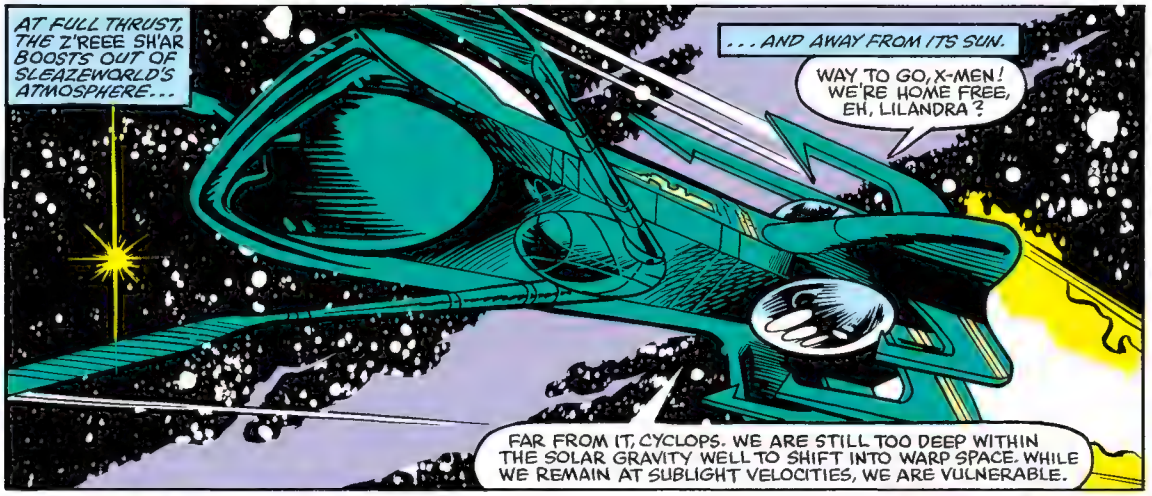

MEANWHILE...
THE SHIP SHOULD HAVE BEEN OURS BY NOW, SCOTTY. WE SHOULD HAVE BEEN BEAMED UP.
I KNOW, CAROL. SOMETHING MUST HAVE GONE WRONG.
MURPHY'S LAW, BUB -- SOMETHING ALWAYS GOES WRONG.
STRIKE, MAMMAL!
BUT KNOW THAT MY LIFE IS NOT AS YOURS -- NOR IS MY DEATH AT YOUR HANDS THE TRUE DEATH. IN THE END, I SHALL TRIUMPH!


WOLVERINE'S REACHED THE QUEEN!
LOGAN-- NO!!
YOU ARE A FOOL, CYCLOPS. THIS TIME, WOLVERINE IS IN THE RIGHT. WE FIGHT A WAR, AGAINST THE DEADLIEST OF ENEMIES. THERE IS NO PLACE HERE FOR CHIVALRY OR HONOR. ONLY DEATH, LIFE, DEFEAT, VICTORY.

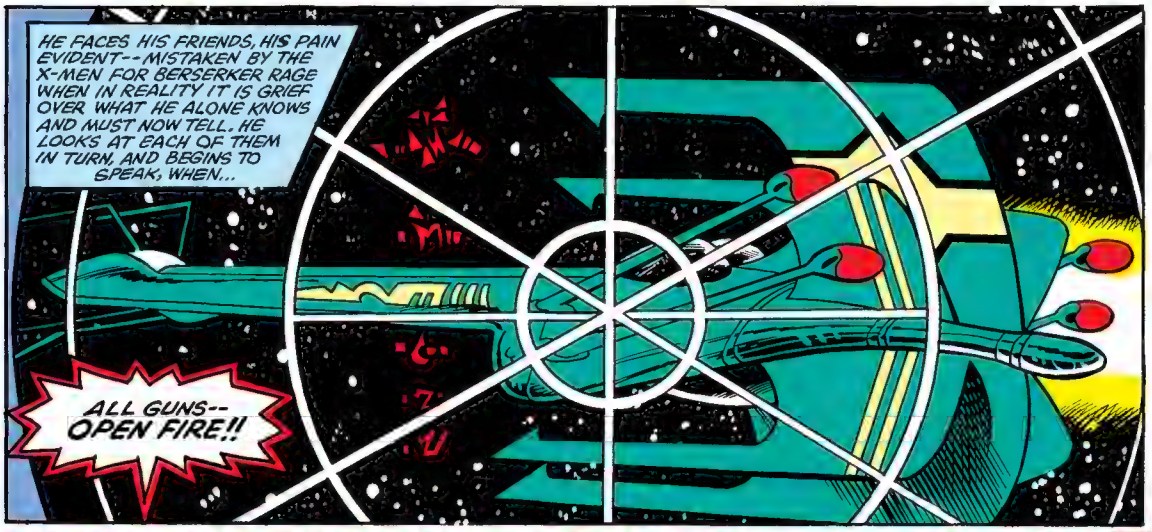
MY SENTIMENTS EXACTLY, LIL.
'BYE, BABE.


WHAT THE FLAMIN'--!?!
THE ALIENS ARE DIS-APPEARING!
A TRANS-PORTER!

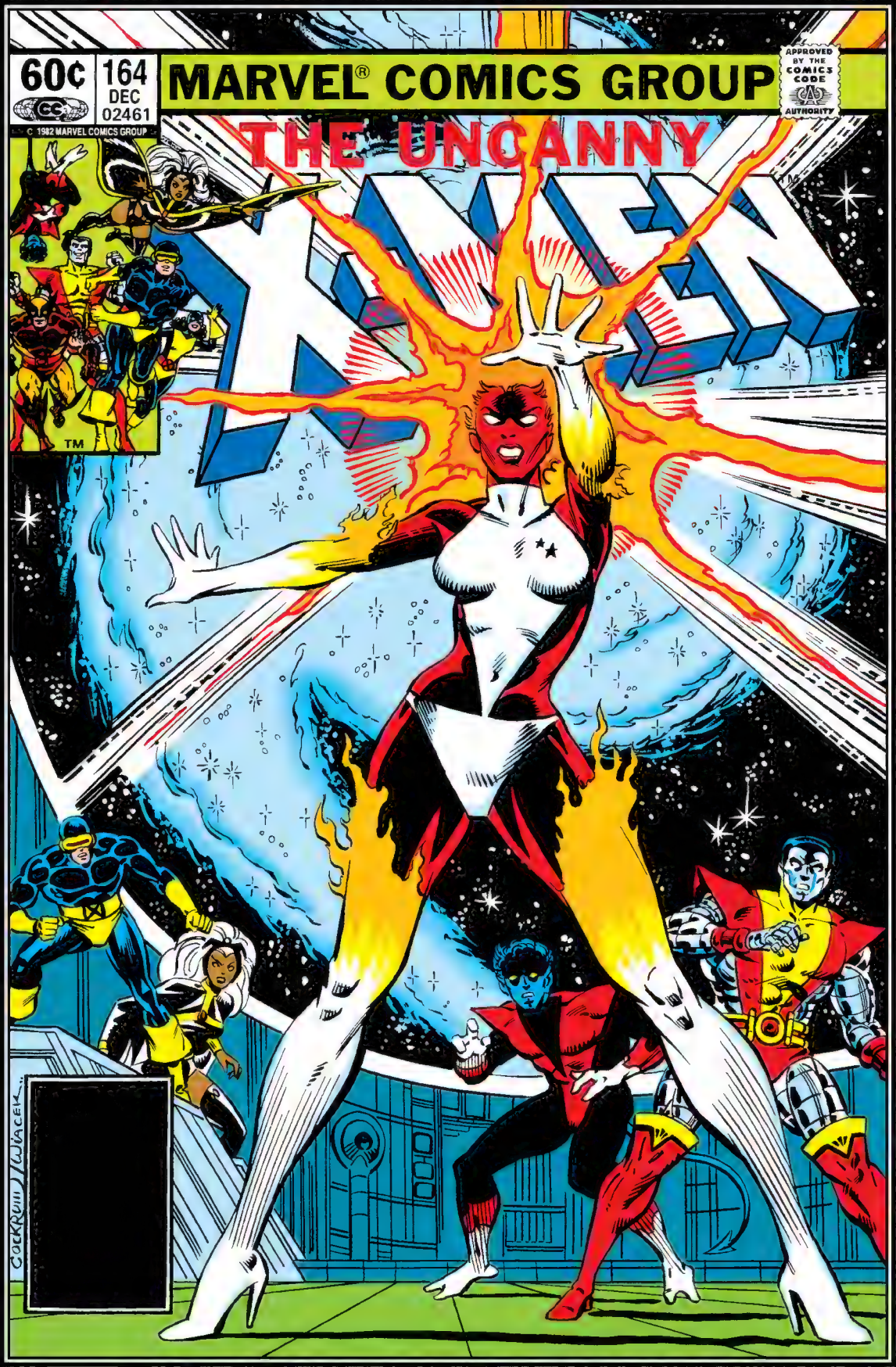

IGNITION!
LIFT-OFF!!

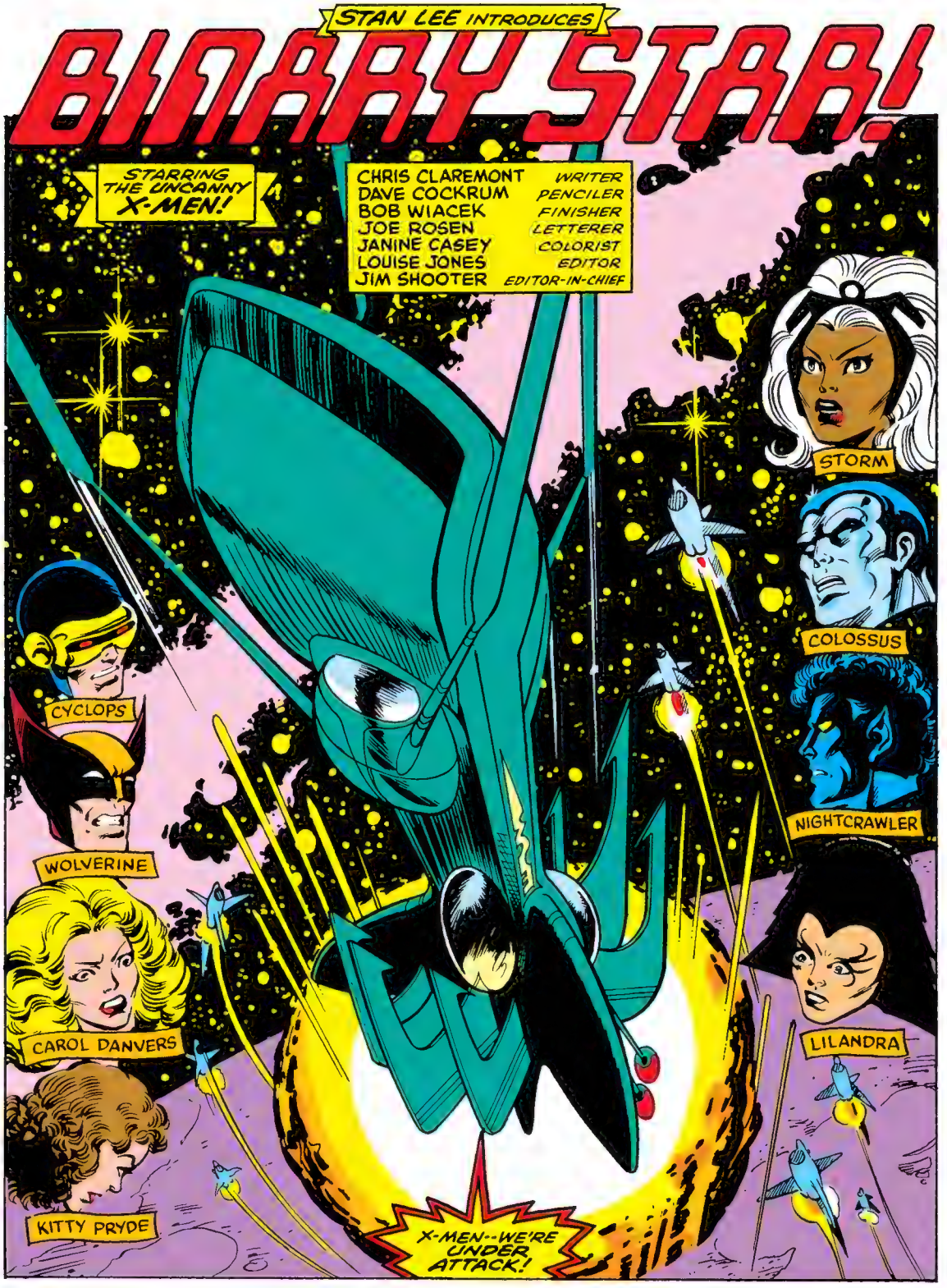

AT FULL THRUST, THE Z'REEE SH'AR BOOSTS OUT OF SLEAZEWORLD'S ATMOSPHERE...
...AND AWAY FROM ITS SUN.
WAY TO GO, X-MEN! WE'RE HOME FREE, EH, LILANDRA?
FAR FROM IT, CYCLOPS. WE ARE STILL TOO DEEP WITHIN THE SOLAR GRAVITY WELL TO SHIFT INTO WARP SPACE. WHILE WE REMAIN AT SUBLIGHT VELOCITIES, WE ARE VULNERABLE.

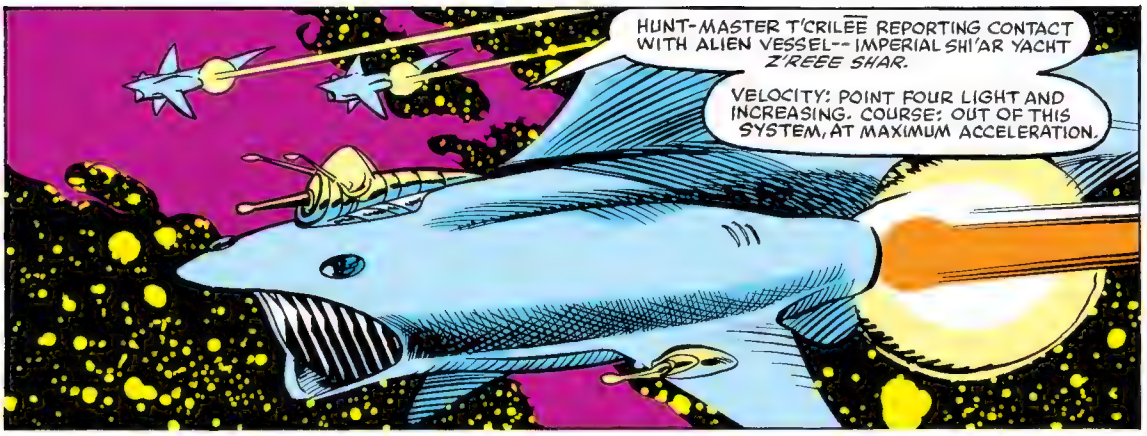
IS YOUR YACHT ARMED?
YES. BUT WE ARE NO MATCH FOR A TRUE WARCRAFT. OUR BEST HOPE LIES IN SPEED AND SURPRISE.
BUT THAT SURPRISE WILL NOT LAST. THE DISTANCES INVOLVED ARE TOO GREAT. WE MAY HAVE CAUGHT LOCAL PLANETARY DEFENSES OFF GUARD, BUT THE OUT-SYSTEMS UNITS WILL BE WAITING FOR US.
CYCLOPS! TEN MORE SECONDS--FIVE, BUB--AN' I COULD'A HAD HER! IF YOU'D HELPED ME, SUMMERS, WE COULD HAVE FINISHED THE QUEEN AT THE START! AT LEAST THEN, WE'D HAVE ACCOMPLISHED SOMETHING!
WOLVERINE, WHY ARE YOU SO ANGRY? WHY DO YOU HATE THE QUEEN SO? I'M GLAD YOU DIDN'T KILL HER.

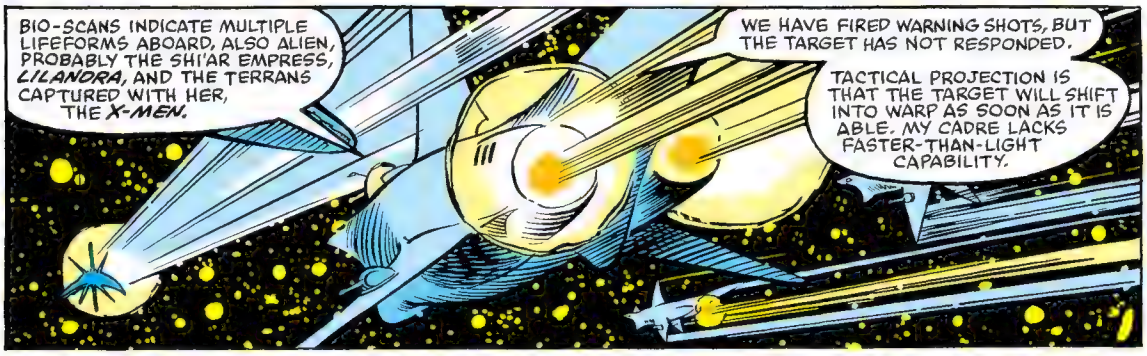

HE FACES HIS FRIENDS, HIS PAIN EVIDENT--MISTAKEN BY THE X-MEN FOR BERSERKER RAGE WHEN IN REALITY IT IS GRIEF OVER WHAT HE ALONE KNOWS AND MUST NOW TELL. HE LOOKS AT EACH OF THEM IN TURN, AND BEGINS TO SPEAK, WHEN...
ALL GUNS-- OPEN FIRE!!

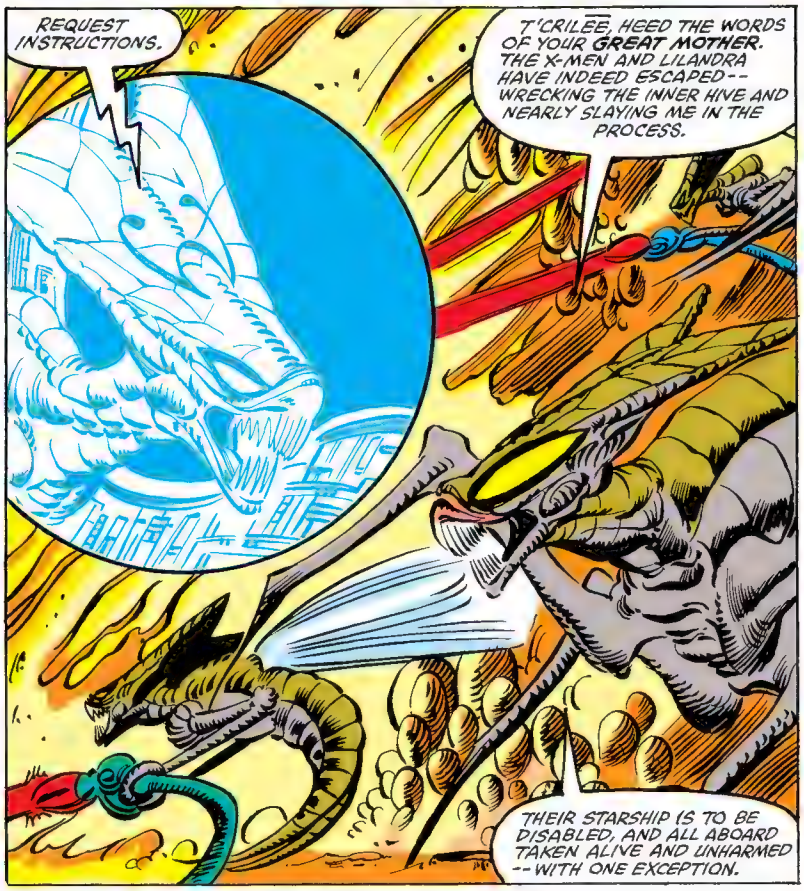
NEXT ISSUE · BINARY STAR!

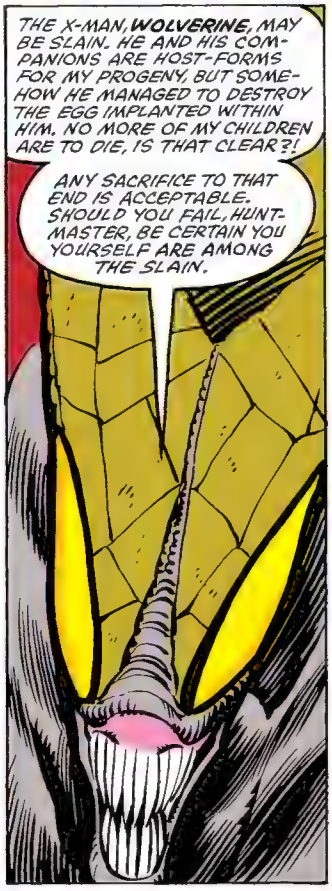

60¢
164
DEC
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM
COCKRUM/WACE

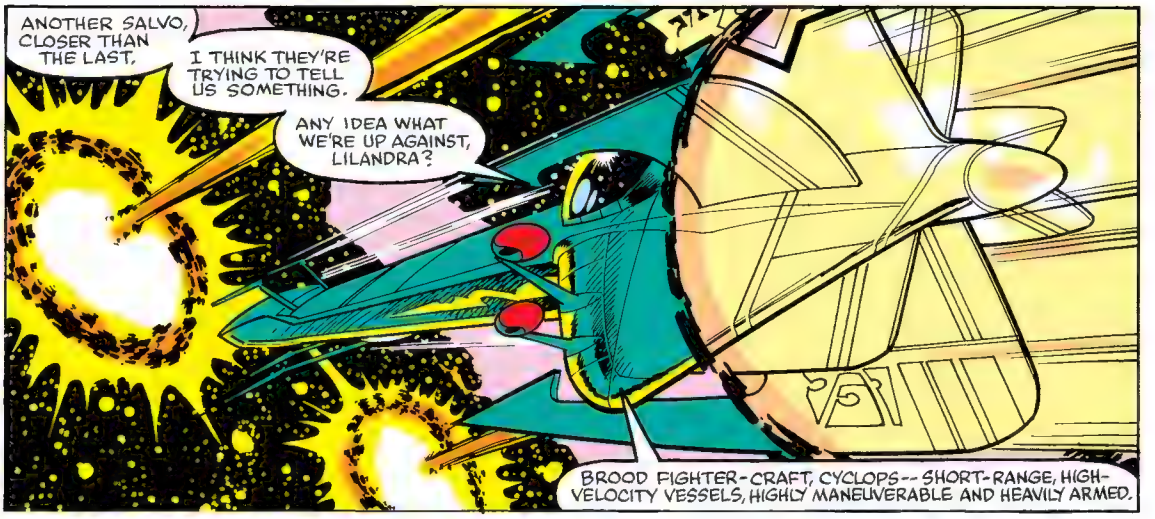

STAN LEE INTRODUCES
BINARY STAR!
STARRING THE UNCANNY X-MEN!
CHRIS CLAREMONT WRITER
DAVE COCKRUM PENCILER
BOB WIACEK FINISHER
JOE ROSEN LETTERER
JANINE CASEY COLORIST
LOUISE JONES EDITOR
JIM SHOOTER EDITOR-IN-CHIEF
STORM
COLOSSUS
NIGHTCRAWLER
LILANDRA
CYCLOPS
WOLVERINE
CAROL DANVERS
KITTY PRYDE
X-MEN--WE'RE UNDER ATTACK!

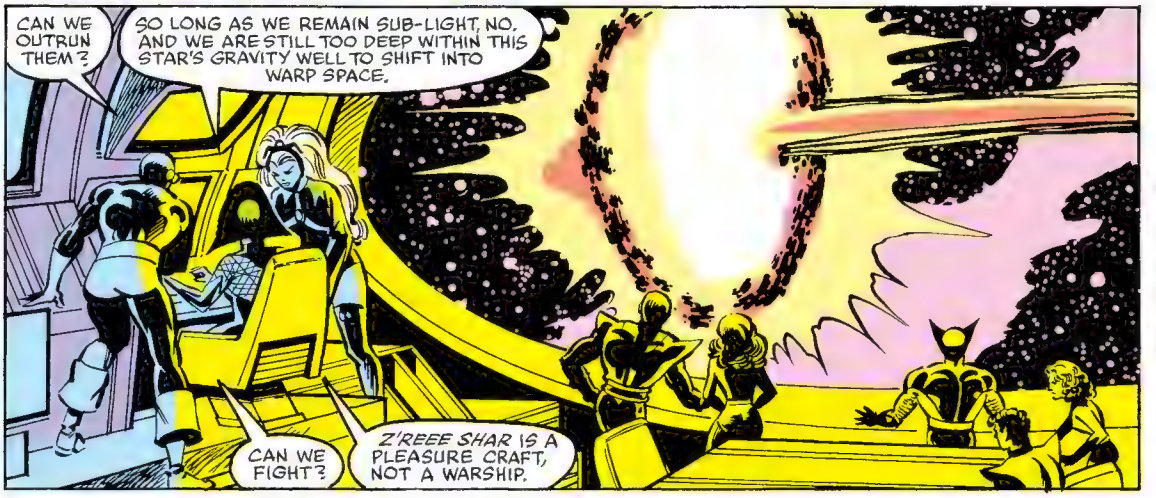

HUNT-MASTER T'CRILEE REPORTING CONTACT WITH ALIEN VESSEL-- IMPERIAL SHI'AR YACHT Z'REEE SHAR.
VELOCITY: POINT FOUR LIGHT AND INCREASING. COURSE: OUT OF THIS SYSTEM, AT MAXIMUM ACCELERATION.


BIO-SCANS INDICATE MULTIPLE LIFEFORMS ABOARD, ALSO ALIEN, PROBABLY THE SHI'AR EMPRESS, LILANDRA, AND THE TERRANS CAPTURED WITH HER, THE X-MEN.
WE HAVE FIRED WARNING SHOTS, BUT THE TARGET HAS NOT RESPONDED.
TACTICAL PROJECTION IS THAT THE TARGET WILL SHIFT INTO WARP AS SOON AS IT IS ABLE. MY CADRE LACKS FASTER-THAN-LIGHT CAPABILITY.


REQUEST INSTRUCTIONS.
T'CRILEE, HEED THE WORDS OF YOUR GREAT MOTHER. THE X-MEN AND LILANDRA HAVE INDEED ESCAPED-- WRECKING THE INNER HIVE AND NEARLY SLAYING ME IN THE PROCESS.
THEIR STARSHIP IS TO BE DISABLED, AND ALL ABOARD TAKEN ALIVE AND UNHARMED --WITH ONE EXCEPTION.


THE X-MAN, WOLVERINE, MAY BE SLAIN. HE AND HIS COMPANIONS ARE HOST-FORMS FOR MY PROGENY, BUT SOMEHOW HE MANAGED TO DESTROY THE EGG IMPLANTED WITHIN HIM. NO MORE OF MY CHILDREN ARE TO DIE, IS THAT CLEAR?!
ANY SACRIFICE TO THAT END IS ACCEPTABLE. SHOULD YOU FAIL, HUNT-MASTER, BE CERTAIN YOU YOURSELF ARE AMONG THE SLAIN.

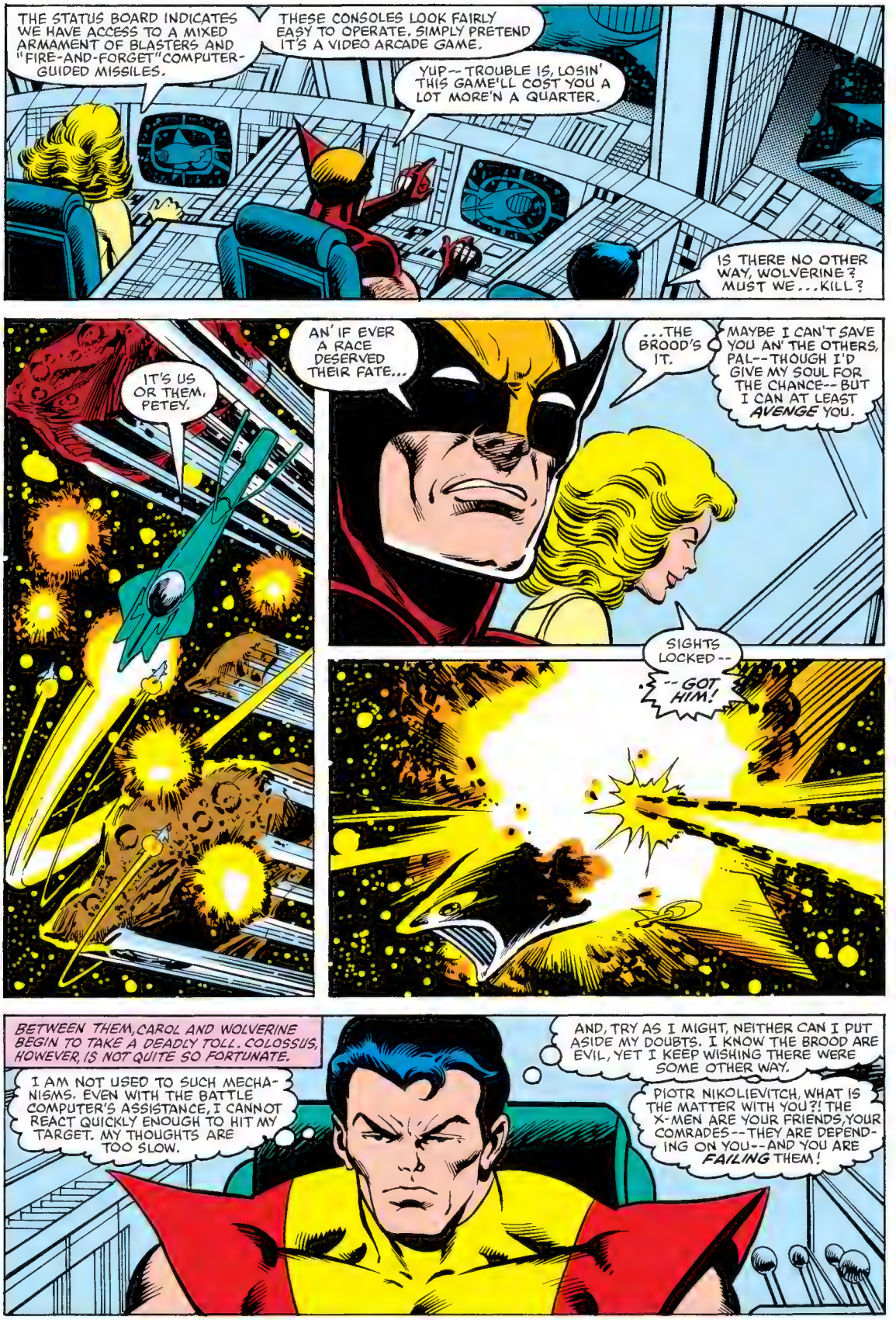

ANOTHER SALVO, CLOSER THAN THE LAST.
I THINK THEY'RE TRYING TO TELL US SOMETHING.
ANY IDEA WHAT WE'RE UP AGAINST, LILANDRA?
BROOD FIGHTER-CRAFT, CYCLOPS-- SHORT-RANGE, HIGH-VELOCITY VESSELS, HIGHLY MANEUVERABLE AND HEAVILY ARMED.

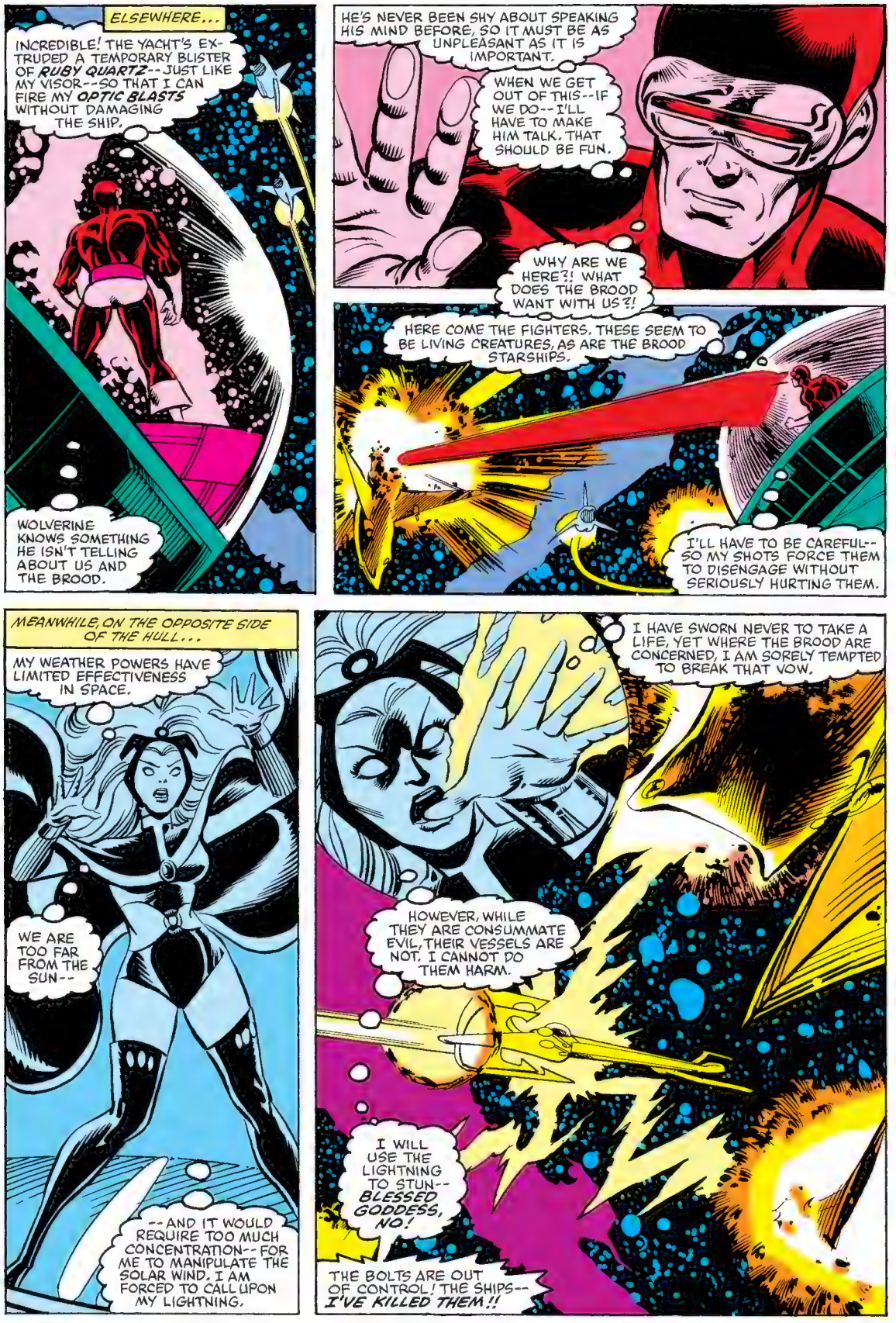

CAN WE OUTRUN THEM?
SO LONG AS WE REMAIN SUB-LIGHT, NO. AND WE ARE STILL TOO DEEP WITHIN THIS STAR'S GRAVITY WELL TO SHIFT INTO WARP SPACE.
CAN WE FIGHT?
Z'REEE SHAR IS A PLEASURE CRAFT, NOT A WARSHIP.

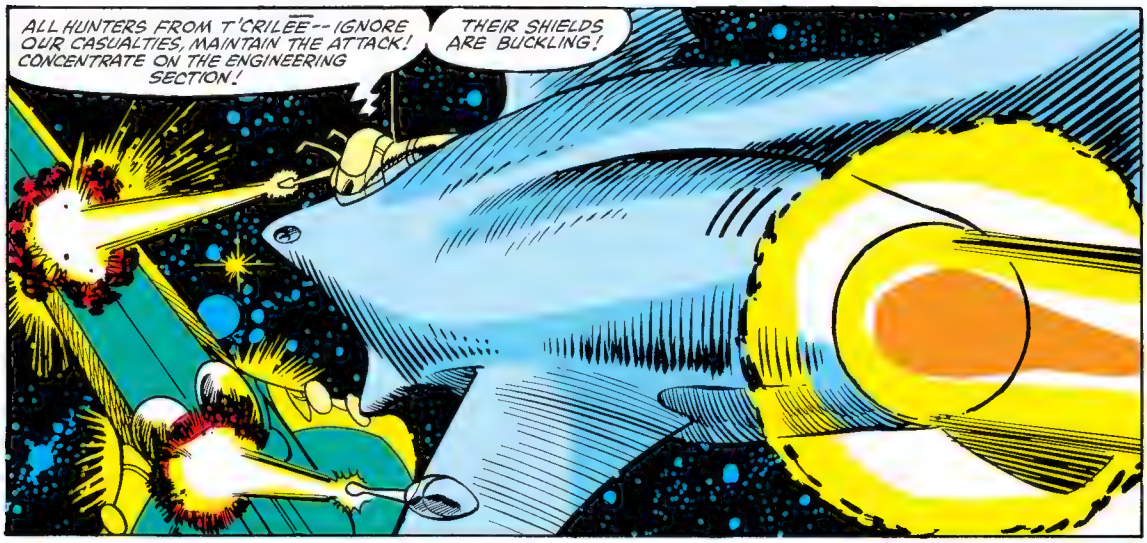
THEY KEEP MISSING, CAROL. THEY MUST BE VERY POOR SHOTS.
FAR FROM IT, COLOSSUS. THEY'RE SHOOTING WIDE DELIBERATELY, TO GET US TO SURRENDER. I WONDER WHY?

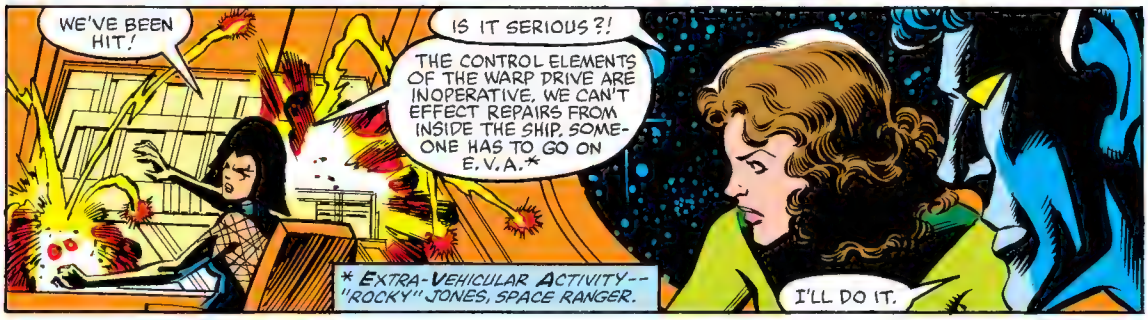
SO DO I. THE BROOD'S BEEN HANDLING US WITH KID GLOVES EVER SINCE THEY KIDNAPPED US.
I CANNOT DIVERT ANY MORE POWER TO THE SHIELDS. I NEED IT FOR THE ENGINES.
WE HAVE WEAPONS, CYCLOPS, MINIMAL THOUGH THEY ARE.

"USE THEM-- AND YOUR OWN MUTANT POWERS-- TO KEEP THE BROOD AT BAY."
LEAVING KITTY PRYDE TO CARE FOR NIGHTCRAWLER-- INJURED DURING THE ESCAPE--
-- CAROL DANVERS, COLOSSUS AND WOLVERINE RACE FOR THE WEAPONS CONTROL CENTER.


THE STATUS BOARD INDICATES WE HAVE ACCESS TO A MIXED ARMAMENT OF BLASTERS AND "FIRE-AND-FORGET" COMPUTER-GUIDED MISSILES.
THESE CONSOLES LOOK FAIRLY EASY TO OPERATE. SIMPLY PRETEND IT'S A VIDEO ARCADE GAME.
YUP--TROUBLE IS, LOSIN' THIS GAME'LL COST YOU A LOT MORE'N A QUARTER.
IS THERE NO OTHER WAY, WOLVERINE? MUST WE...KILL?
IT'S US OR THEM, PETEY.
AN' IF EVER A RACE DESERVED THEIR FATE...
...THE BROOD'S IT.
MAYBE I CAN'T SAVE YOU AN' THE OTHERS, PAL--THOUGH I'D GIVE MY SOUL FOR THE CHANCE--BUT I CAN AT LEAST AVENGE YOU.
SIGHTS LOCKED--
--GOT HIM!
BETWEEN THEM, CAROL AND WOLVERINE BEGIN TO TAKE A DEADLY TOLL. COLOSSUS, HOWEVER, IS NOT QUITE SO FORTUNATE.
I AM NOT USED TO SUCH MECHANISMS. EVEN WITH THE BATTLE COMPUTER'S ASSISTANCE, I CANNOT REACT QUICKLY ENOUGH TO HIT MY TARGET. MY THOUGHTS ARE TOO SLOW.
AND, TRY AS I MIGHT, NEITHER CAN I PUT ASIDE MY DOUBTS. I KNOW THE BROOD ARE EVIL, YET I KEEP WISHING THERE WERE SOME OTHER WAY.
PIOTR NIKOLIEVITCH, WHAT IS THE MATTER WITH YOU?! THE X-MEN ARE YOUR FRIENDS, YOUR COMRADES--THEY ARE DEPENDING ON YOU--AND YOU ARE FAILING THEM!

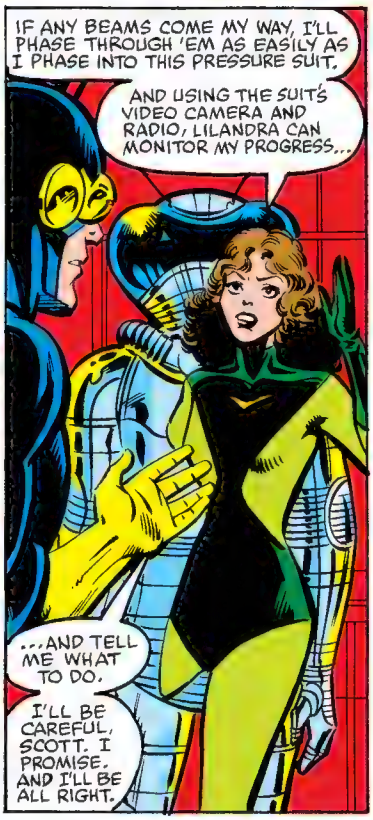

ELSEWHERE...
INCREDIBLE! THE YACHT'S EXTRUDED A TEMPORARY BLISTER OF RUBY QUARTZ--JUST LIKE MY VISOR--SO THAT I CAN FIRE MY OPTIC BLASTS WITHOUT DAMAGING THE SHIP.
WOLVERINE KNOWS SOMETHING HE ISN'T TELLING ABOUT US AND THE BROOD.
HE'S NEVER BEEN SHY ABOUT SPEAKING HIS MIND BEFORE, SO IT MUST BE AS UNPLEASANT AS IT IS IMPORTANT.
WHEN WE GET OUT OF THIS--IF WE DO--I'LL HAVE TO MAKE HIM TALK. THAT SHOULD BE FUN.
WHY ARE WE HERE?! WHAT DOES THE BROOD WANT WITH US?!
HERE COME THE FIGHTERS. THESE SEEM TO BE LIVING CREATURES, AS ARE THE BROOD STARSHIPS.
I'LL HAVE TO BE CAREFUL--SO MY SHOTS FORCE THEM TO DISENGAGE WITHOUT SERIOUSLY HURTING THEM.
MEANWHILE, ON THE OPPOSITE SIDE OF THE HULL...
MY WEATHER POWERS HAVE LIMITED EFFECTIVENESS IN SPACE.
WE ARE TOO FAR FROM THE SUN--
--AND IT WOULD REQUIRE TOO MUCH CONCENTRATION--FOR ME TO MANIPULATE THE SOLAR WIND. I AM FORCED TO CALL UPON MY LIGHTNING.
I HAVE SWORN NEVER TO TAKE A LIFE, YET WHERE THE BROOD ARE CONCERNED, I AM SORELY TEMPTED TO BREAK THAT VOW.
HOWEVER, WHILE THEY ARE CONSUMMATE EVIL, THEIR VESSELS ARE NOT. I CANNOT DO THEM HARM.
I WILL USE THE LIGHTNING TO STUN--BLESSED GODDESS, NO!
THE BOLTS ARE OUT OF CONTROL! THE SHIPS--I'VE KILLED THEM!!

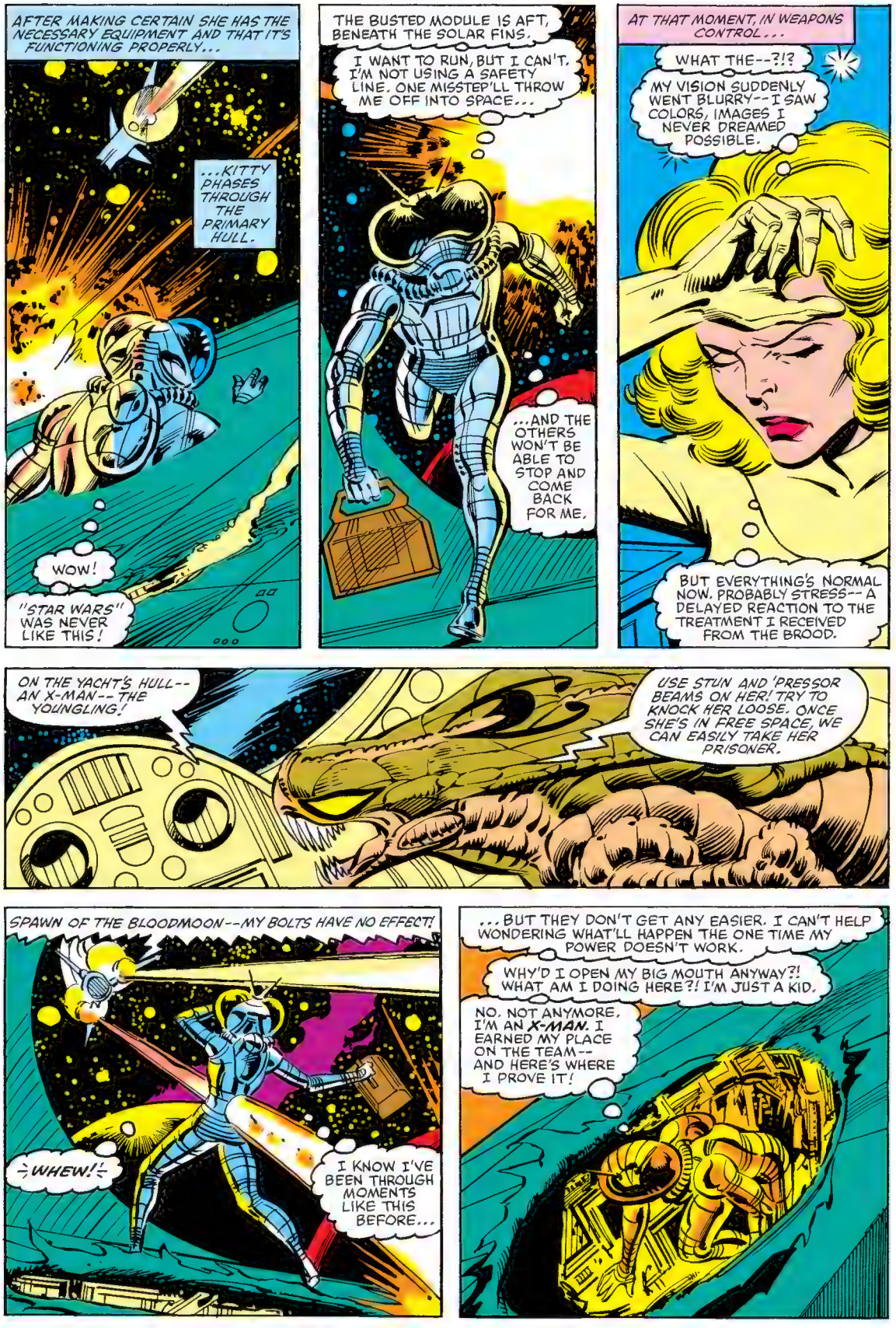

ALL HUNTERS FROM T'CRILEE--IGNORE OUR CASUALTIES, MAINTAIN THE ATTACK! CONCENTRATE ON THE ENGINEERING SECTION!
THEIR SHIELDS ARE BUCKLING!


WE'VE BEEN HIT!
IS IT SERIOUS?!
THE CONTROL ELEMENTS OF THE WARP DRIVE ARE INOPERATIVE. WE CAN'T EFFECT REPAIRS FROM INSIDE THE SHIP. SOMEONE HAS TO GO ON E.V.A.*
* EXTRA-VEHICULAR ACTIVITY--"ROCKY" JONES, SPACE RANGER.
I'LL DO IT.

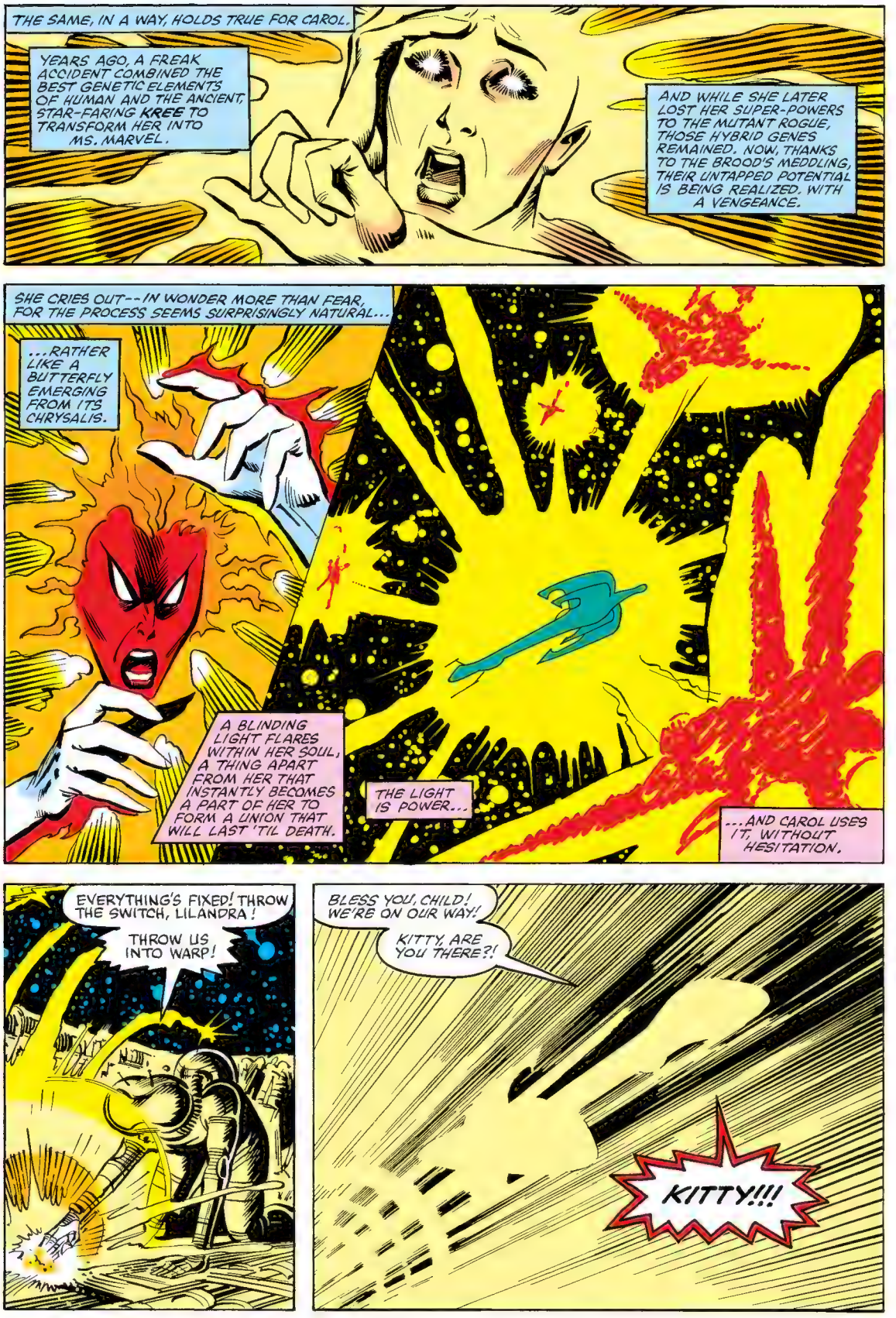
NO YOU WON'T! YOU'RE BARELY ABLE TO STAND.
AND BESIDES, WHAT'LL YOU DO OUT THERE...
...WHEN THE SLEAZOIDS SHOOT AT YOU--DUCK?!

KITTY, WE HEARD WHAT YOU INTEND. I WON'T ALLOW IT!
IT'S TOO DANGEROUS!
THAT'S CRAZY, SCOTT. I'M THE ONLY ONE FOR WHOM IT ISN'T DANGEROUS.

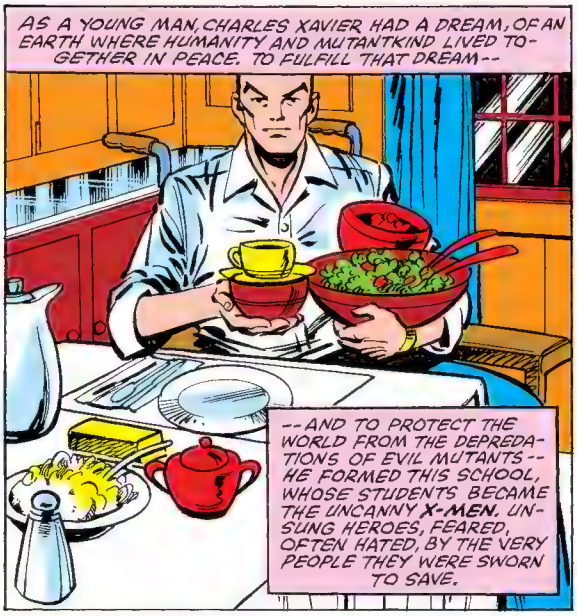

IF ANY BEAMS COME MY WAY, I'LL PHASE THROUGH 'EM AS EASILY AS I PHASE INTO THIS PRESSURE SUIT.
AND USING THE SUIT'S VIDEO CAMERA AND RADIO, LILANDRA CAN MONITOR MY PROGRESS...
...AND TELL ME WHAT TO DO.
I'LL BE CAREFUL, SCOTT. I PROMISE. AND I'LL BE ALL RIGHT.


AFTER MAKING CERTAIN SHE HAS THE NECESSARY EQUIPMENT AND THAT IT'S FUNCTIONING PROPERLY...
...KITTY PHASES THROUGH THE PRIMARY HULL.
WOW!
"STAR WARS" WAS NEVER LIKE THIS!
THE BUSTED MODULE IS AFT, BENEATH THE SOLAR FINS.
I WANT TO RUN, BUT I CAN'T. I'M NOT USING A SAFETY LINE. ONE MISSTEP'LL THROW ME OFF INTO SPACE...
...AND THE OTHERS WON'T BE ABLE TO STOP AND COME BACK FOR ME.
AT THAT MOMENT, IN WEAPONS CONTROL...
WHAT THE--?!?
MY VISION SUDDENLY WENT BLURRY-- I SAW COLORS, IMAGES I NEVER DREAMED POSSIBLE.
BUT EVERYTHING'S NORMAL NOW. PROBABLY STRESS-- A DELAYED REACTION TO THE TREATMENT I RECEIVED FROM THE BROOD.
ON THE YACHT'S HULL-- AN X-MAN-- THE YOUNGLING!
USE STUN AND 'PRESSOR BEAMS ON HER! TRY TO KNOCK HER LOOSE. ONCE SHE'S IN FREE SPACE, WE CAN EASILY TAKE HER PRISONER.
SPAWN OF THE BLOODMOON--MY BOLTS HAVE NO EFFECT!
÷WHEW!÷
I KNOW I'VE BEEN THROUGH MOMENTS LIKE THIS BEFORE...
...BUT THEY DON'T GET ANY EASIER. I CAN'T HELP WONDERING WHAT'LL HAPPEN THE ONE TIME MY POWER DOESN'T WORK.
WHY'D I OPEN MY BIG MOUTH ANYWAY?! WHAT AM I DOING HERE?! I'M JUST A KID.
NO. NOT ANYMORE. I'M AN X-MAN. I EARNED MY PLACE ON THE TEAM-- AND HERE'S WHERE I PROVE IT!

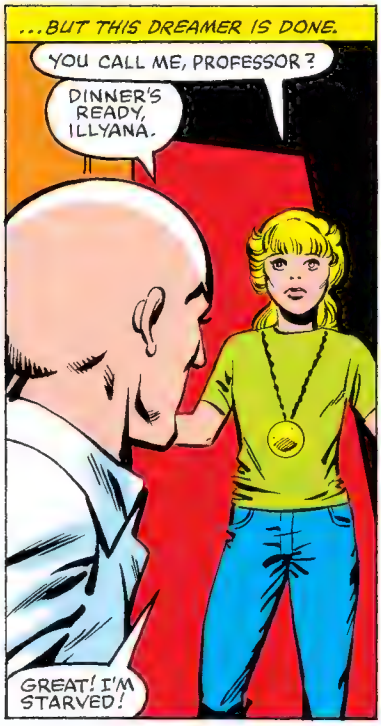
THE ALIENS SHOULD HAVE ACTIVATED THEIR WARP DRIVE BY NOW. WE MUST HAVE CRIPPLED THEM!
ALL HUNTERS CLOSE IN!
THEY'RE HITTING US FROM ALL SIDES--MORE THAN WE CAN HANDLE!
AND OUR RETURN FIRE'S SLACKENING OFF! STORM, ARE YOU OKAY?!
THEY'RE CLOBBERING US, ORORO. WHY AREN'T YOU USING YOUR LIGHTNING AGAINST THE FIGHTERS?!
I...CANNOT.
MY POWERS NO LONGER YIELD TO MY WILL. IF I USE THEM, I WILL KILL. AND THAT I CANNOT DO--
--FOR YOU. FOR...KITTY. FOR ANYONE.
SO FAR, SO GOOD, LILANDRA. I REPLACED THE PRIMARY--OWW!
KITTY, WHAT'S THE MATTER?! WHY DID YOU SCREAM?! KITTY!?!
N-NO PROBLEM. REALLY.
SHRAPNEL FROM A NEAR MISS, DIDN'T SEE IT COMING, DIDN'T... PHASE. MY SUIT AUTOMATICALLY SEALED ITSELF, SO I HAVEN'T LOST MUCH AIR.
WEAPONS CONTROL...
ANOTHER SPELL OF WEIRDNESS--WORSE THAN BEFORE. THE SENSATIONS AREN'T UNPLEASANT, JUST TOTALLY STRANGE.
THE BROOD SUBJECTED ME TO EVOLUTIONARY MODIFICATION. I GUESS THEY MUST HAVE TRIGGERED SOMETHING INSIDE ME--BUT WHAT?!
I'M BLEEDING, BUT I DON'T THINK IT'S SERIOUS. HURTS LIKE BLAZES, THOUGH.
INSIDE IMMEDIATELY! YOUR MISSION'S CANCELLED!
NO, I'M STAYING! I'M ALMOST FINISHED, LILANDRA! A FEW MORE MINUTES AND WE'LL BE SAFE!
SO LITTLE TIME, YET FOR KITTY...
...IT MAY WELL BE THE REST OF HER LIFE.

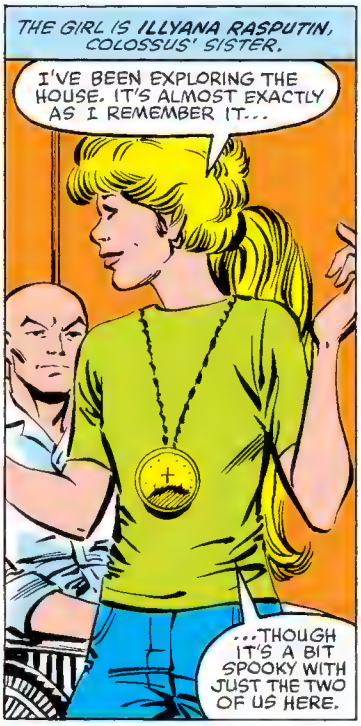

THE SAME, IN A WAY, HOLDS TRUE FOR CAROL.
YEARS AGO, A FREAK ACCIDENT COMBINED THE BEST GENETIC ELEMENTS OF HUMAN AND THE ANCIENT, STAR-FARING KREE TO TRANSFORM HER INTO MS. MARVEL.
AND WHILE SHE LATER LOST HER SUPER-POWERS TO THE MUTANT ROGUE, THOSE HYBRID GENES REMAINED. NOW, THANKS TO THE BROOD'S MEDDLING, THEIR UNTAPPED POTENTIAL IS BEING REALIZED, WITH A VENGEANCE.
SHE CRIES OUT--IN WONDER MORE THAN FEAR, FOR THE PROCESS SEEMS SURPRISINGLY NATURAL...
...RATHER LIKE A BUTTERFLY EMERGING FROM ITS CHRYSALIS.
A BLINDING LIGHT FLARES WITHIN HER SOUL, A THING APART FROM HER THAT INSTANTLY BECOMES A PART OF HER TO FORM A UNION THAT WILL LAST 'TIL DEATH.
THE LIGHT IS POWER...
...AND CAROL USES IT, WITHOUT HESITATION.
EVERYTHING'S FIXED! THROW THE SWITCH, LILANDRA!
THROW US INTO WARP!
BLESS YOU, CHILD! WE'RE ON OUR WAY!
KITTY, ARE YOU THERE?!
KITTY!!!

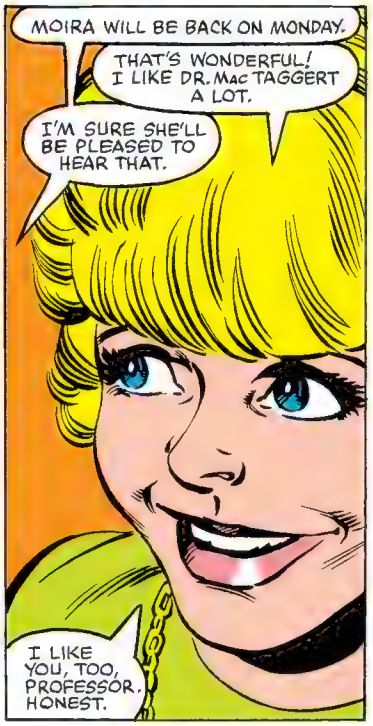
PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS--SALEM CENTER, NEW YORK.
THE TITLE IS SOMETHING OF A MISNOMER THESE DAYS. THOUGH THE MANSION HAS BEEN REBUILT--BETTER THAN BEFORE, COURTESY OF CONSTRUCTION ROBOTS PROVIDED BY LILANDRA--
--THE SCHOOL IS, IN TRUTH, NO MORE.

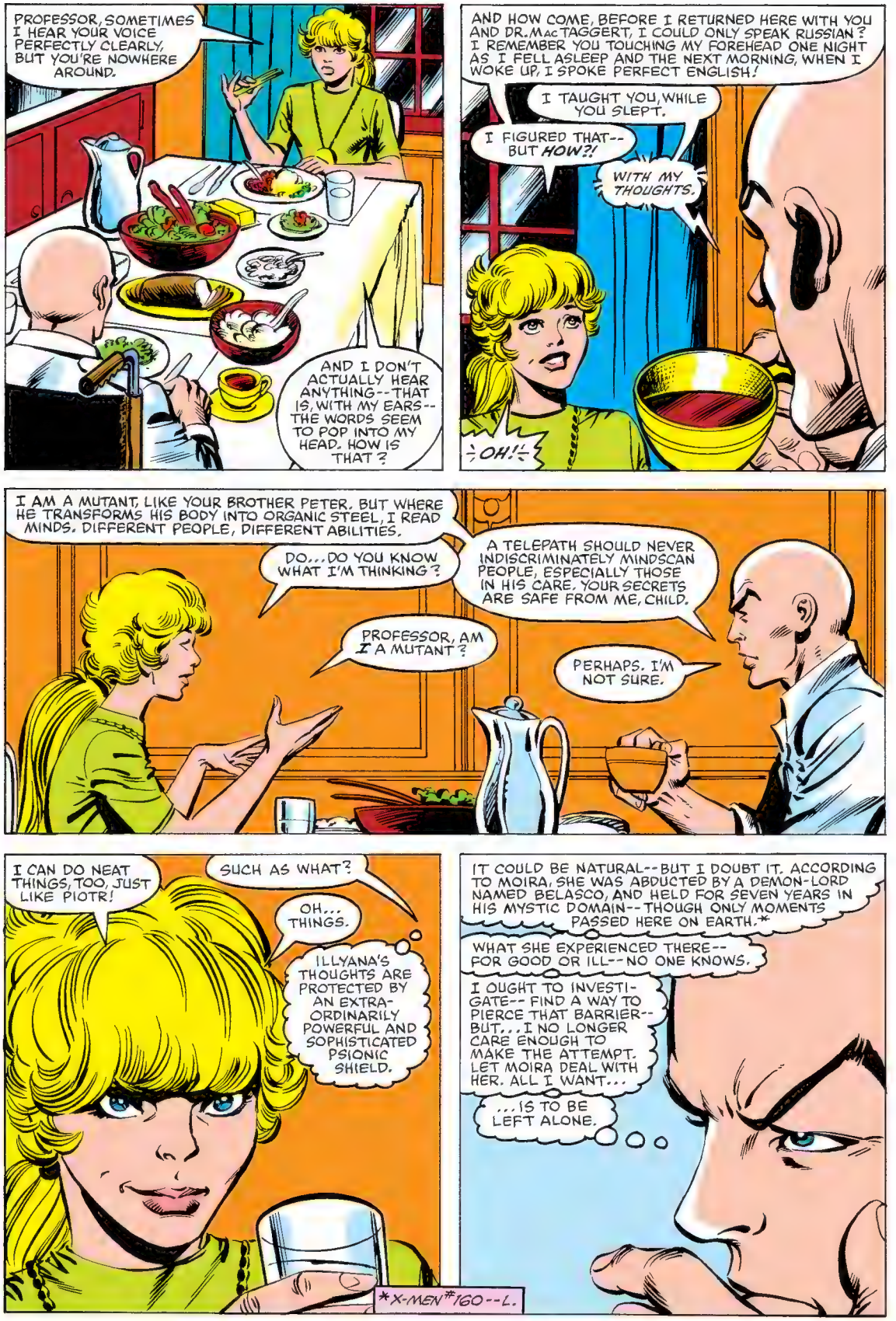

AS A YOUNG MAN, CHARLES XAVIER HAD A DREAM, OF AN EARTH WHERE HUMANITY AND MUTANTKIND LIVED TOGETHER IN PEACE. TO FULFILL THAT DREAM--
--AND TO PROTECT THE WORLD FROM THE DEPREDATIONS OF EVIL MUTANTS--HE FORMED THIS SCHOOL, WHOSE STUDENTS BECAME THE UNCANNY X-MEN, UNSUNG HEROES, FEARED, OFTEN HATED, BY THE VERY PEOPLE THEY WERE SWORN TO SAVE.

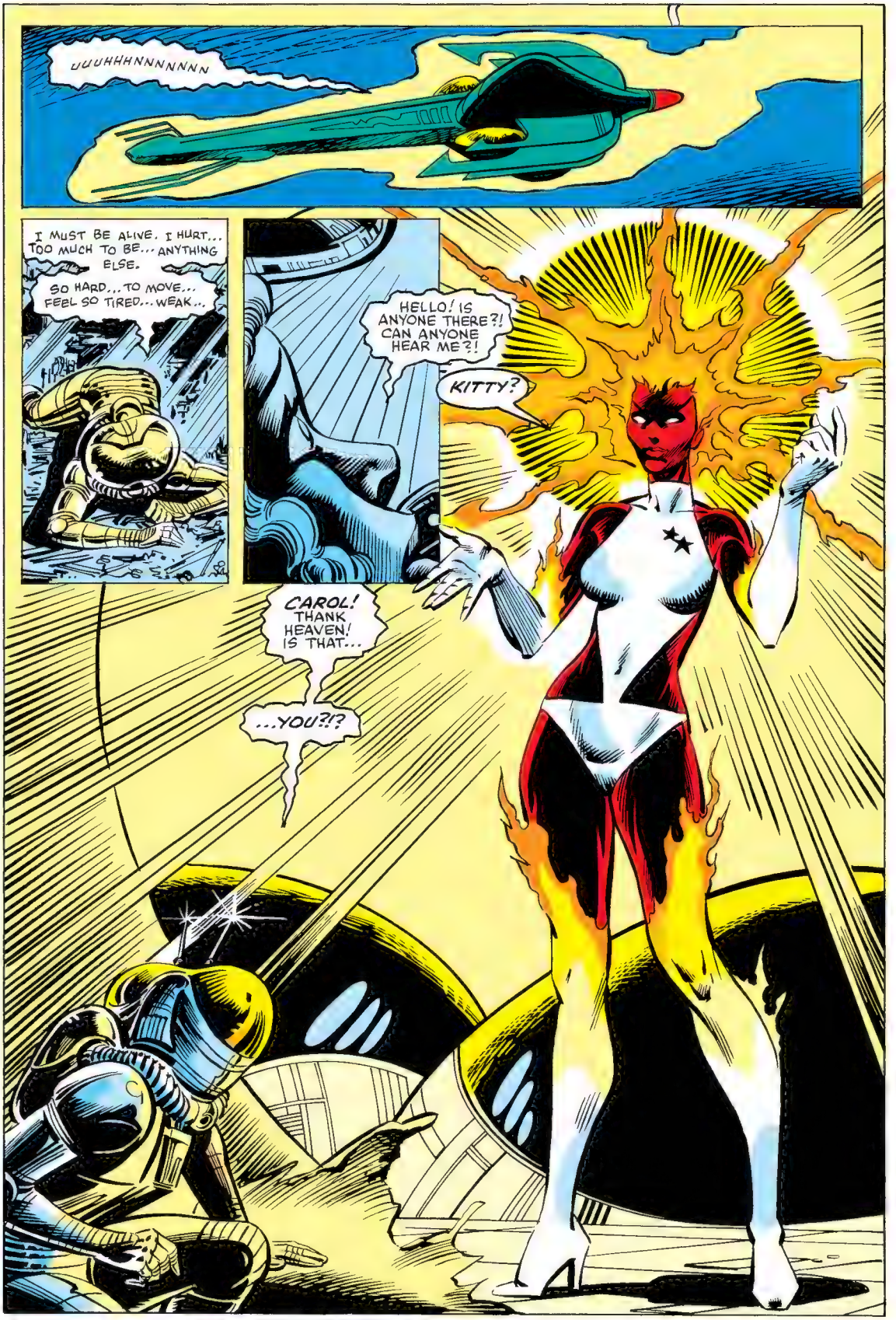
THEY BECAME HIS SURROGATE CHILDREN--WHOM HE LOVED WITH ALL HIS HEART.
AND, SINCE THEIR ABDUCTION, HIS NIGHTS HAVE BECOME HAUNTED, HIS HANDS, HE BELIEVES, COVERED WITH BLOOD.
THE DREAM MAY STILL BE GOOD...

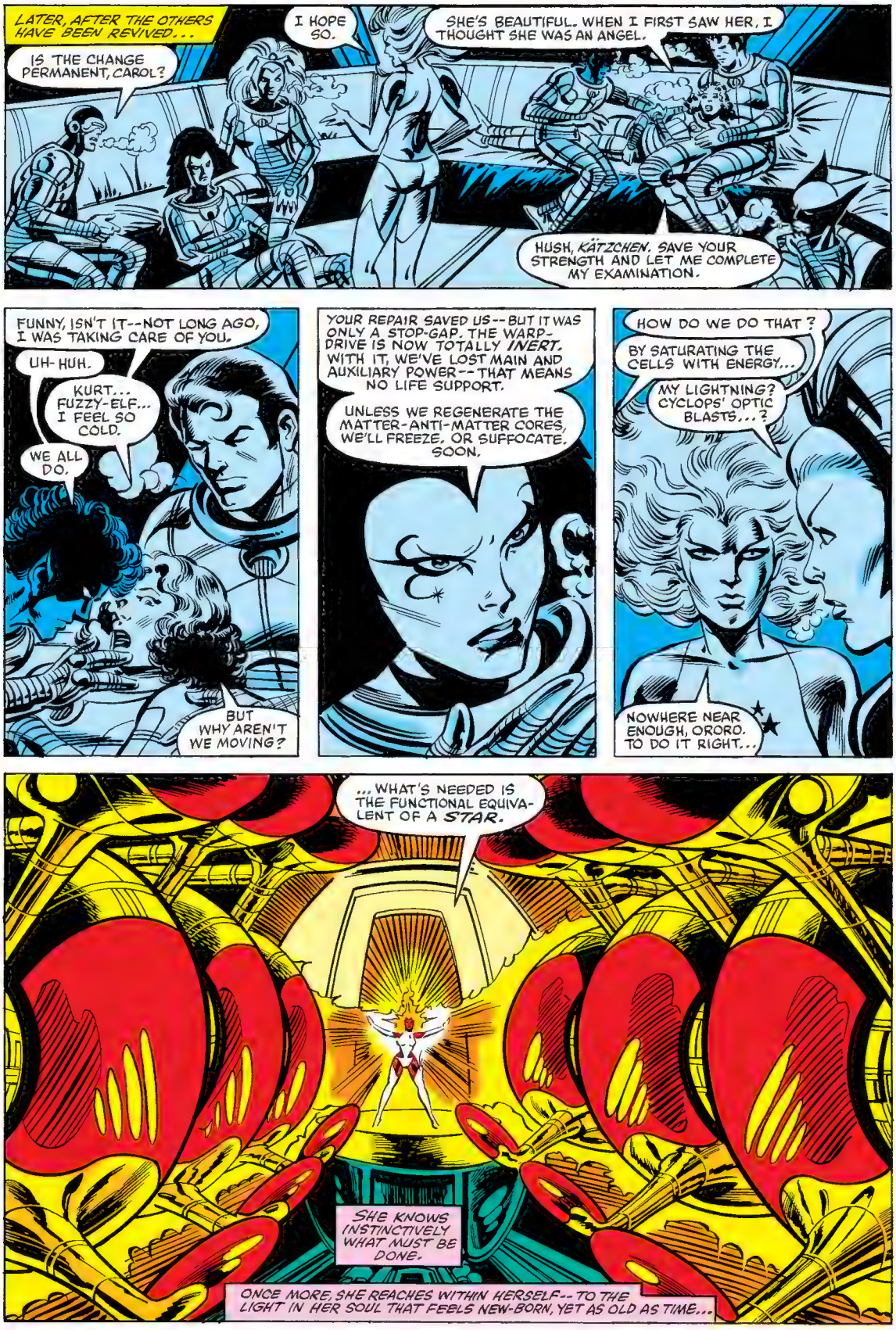

...BUT THIS DREAMER IS DONE.
YOU CALL ME, PROFESSOR?
DINNER'S READY, ILLYANA.
GREAT! I'M STARVED!

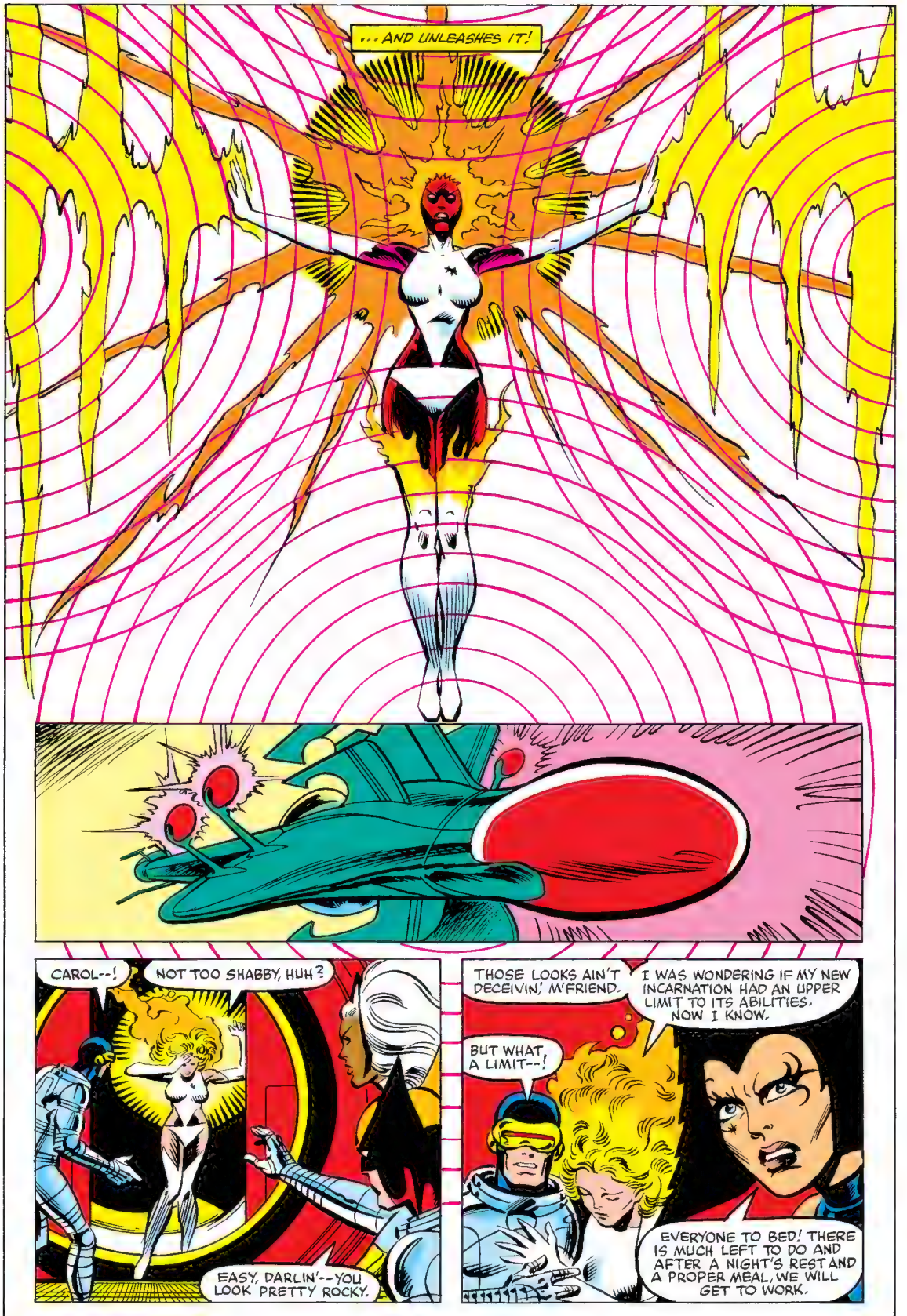

THE GIRL IS ILLYANA RASPUTIN, COLOSSUS' SISTER.
I'VE BEEN EXPLORING THE HOUSE. IT'S ALMOST EXACTLY AS I REMEMBER IT...
...THOUGH IT'S A BIT SPOOKY WITH JUST THE TWO OF US HERE.

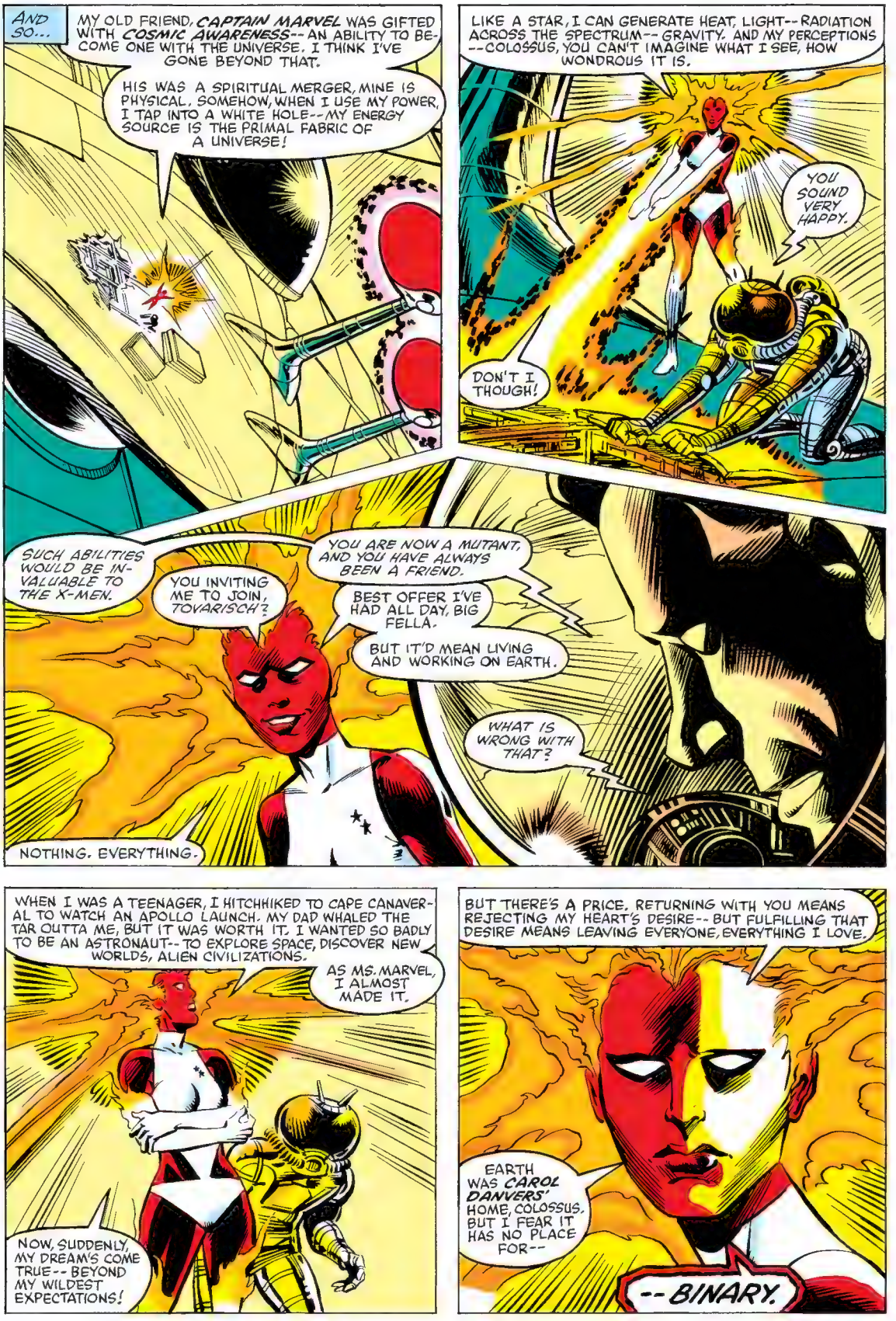

MOIRA WILL BE BACK ON MONDAY.
THAT'S WONDERFUL! I LIKE DR. MacTAGGERT A LOT.
I'M SURE SHE'LL BE PLEASED TO HEAR THAT.
I LIKE YOU, TOO, PROFESSOR. HONEST.

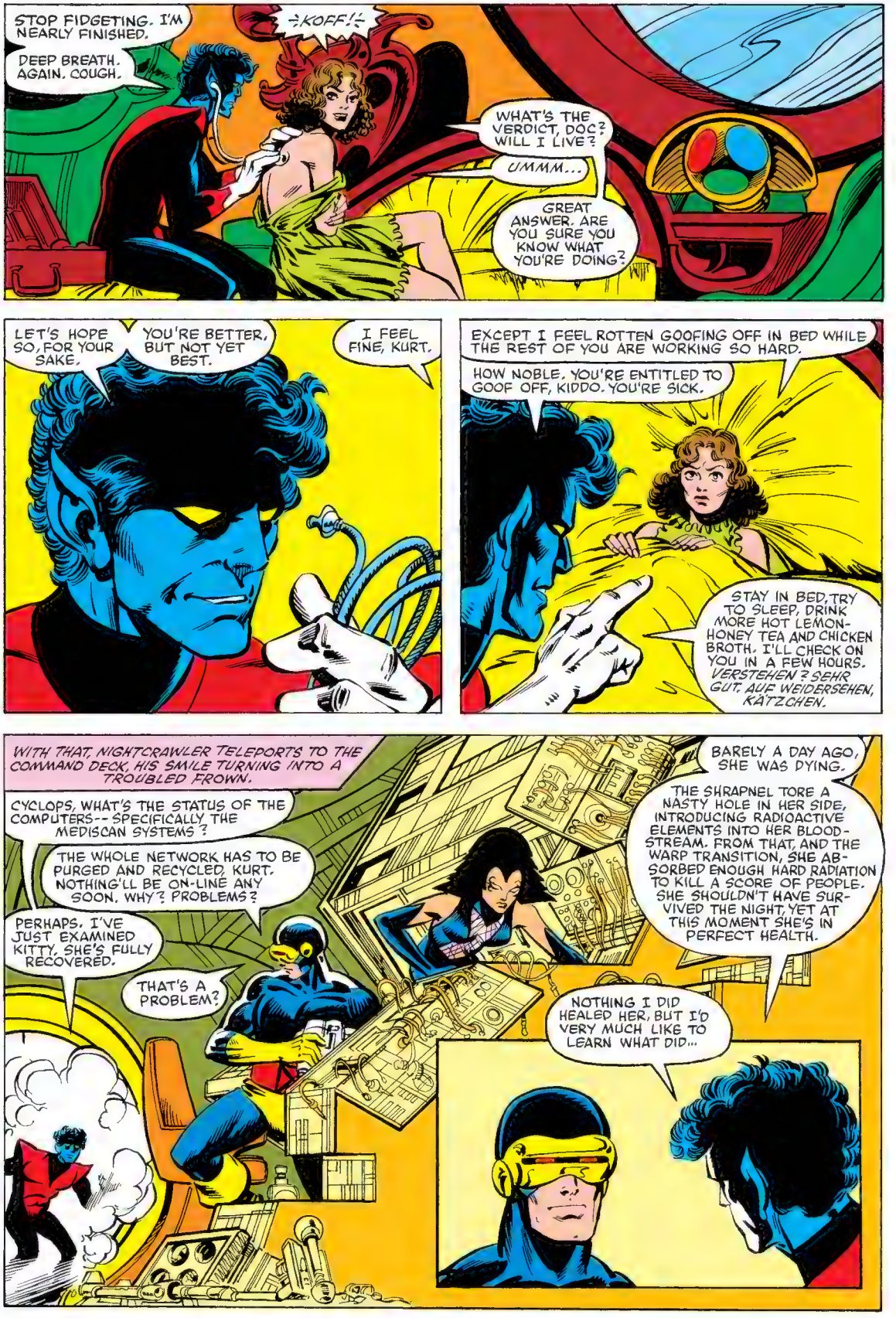

PROFESSOR, SOMETIMES I HEAR YOUR VOICE PERFECTLY CLEARLY, BUT YOU'RE NOWHERE AROUND.
AND I DON'T ACTUALLY HEAR ANYTHING--THAT IS, WITH MY EARS--THE WORDS SEEM TO POP INTO MY HEAD. HOW IS THAT?
AND HOW COME, BEFORE I RETURNED HERE WITH YOU AND DR. MacTAGGERT, I COULD ONLY SPEAK RUSSIAN? I REMEMBER YOU TOUCHING MY FOREHEAD ONE NIGHT AS I FELL ASLEEP AND THE NEXT MORNING, WHEN I WOKE UP, I SPOKE PERFECT ENGLISH!
I TAUGHT YOU, WHILE YOU SLEPT.
I FIGURED THAT--BUT HOW?!
WITH MY THOUGHTS.
OH!
I AM A MUTANT, LIKE YOUR BROTHER PETER. BUT WHERE HE TRANSFORMS HIS BODY INTO ORGANIC STEEL, I READ MINDS. DIFFERENT PEOPLE, DIFFERENT ABILITIES.
DO...DO YOU KNOW WHAT I'M THINKING?
A TELEPATH SHOULD NEVER INDISCRIMINATELY MINDSCAN PEOPLE, ESPECIALLY THOSE IN HIS CARE. YOUR SECRETS ARE SAFE FROM ME, CHILD.
PROFESSOR, AM I A MUTANT?
PERHAPS. I'M NOT SURE.
I CAN DO NEAT THINGS, TOO, JUST LIKE PIOTR!
SUCH AS WHAT?
OH... THINGS.
ILLYANA'S THOUGHTS ARE PROTECTED BY AN EXTRA-ORDINARILY POWERFUL AND SOPHISTICATED PSIONIC SHIELD.
IT COULD BE NATURAL--BUT I DOUBT IT. ACCORDING TO MOIRA, SHE WAS ABDUCTED BY A DEMON-LORD NAMED BELASCO, AND HELD FOR SEVEN YEARS IN HIS MYSTIC DOMAIN--THOUGH ONLY MOMENTS PASSED HERE ON EARTH.*
WHAT SHE EXPERIENCED THERE--FOR GOOD OR ILL--NO ONE KNOWS.
I OUGHT TO INVESTIGATE--FIND A WAY TO PIERCE THAT BARRIER--BUT...I NO LONGER CARE ENOUGH TO MAKE THE ATTEMPT. LET MOIRA DEAL WITH HER. ALL I WANT...
...IS TO BE LEFT ALONE.
*X-MEN #160--L.


UUUHHHNNNNNNN
I MUST BE ALIVE. I HURT... TOO MUCH TO BE... ANYTHING ELSE.
SO HARD... TO MOVE... FEEL SO TIRED... WEAK...
HELLO! IS ANYONE THERE?! CAN ANYONE HEAR ME?!
KITTY?
CAROL! THANK HEAVEN! IS THAT...
...YOU?!?

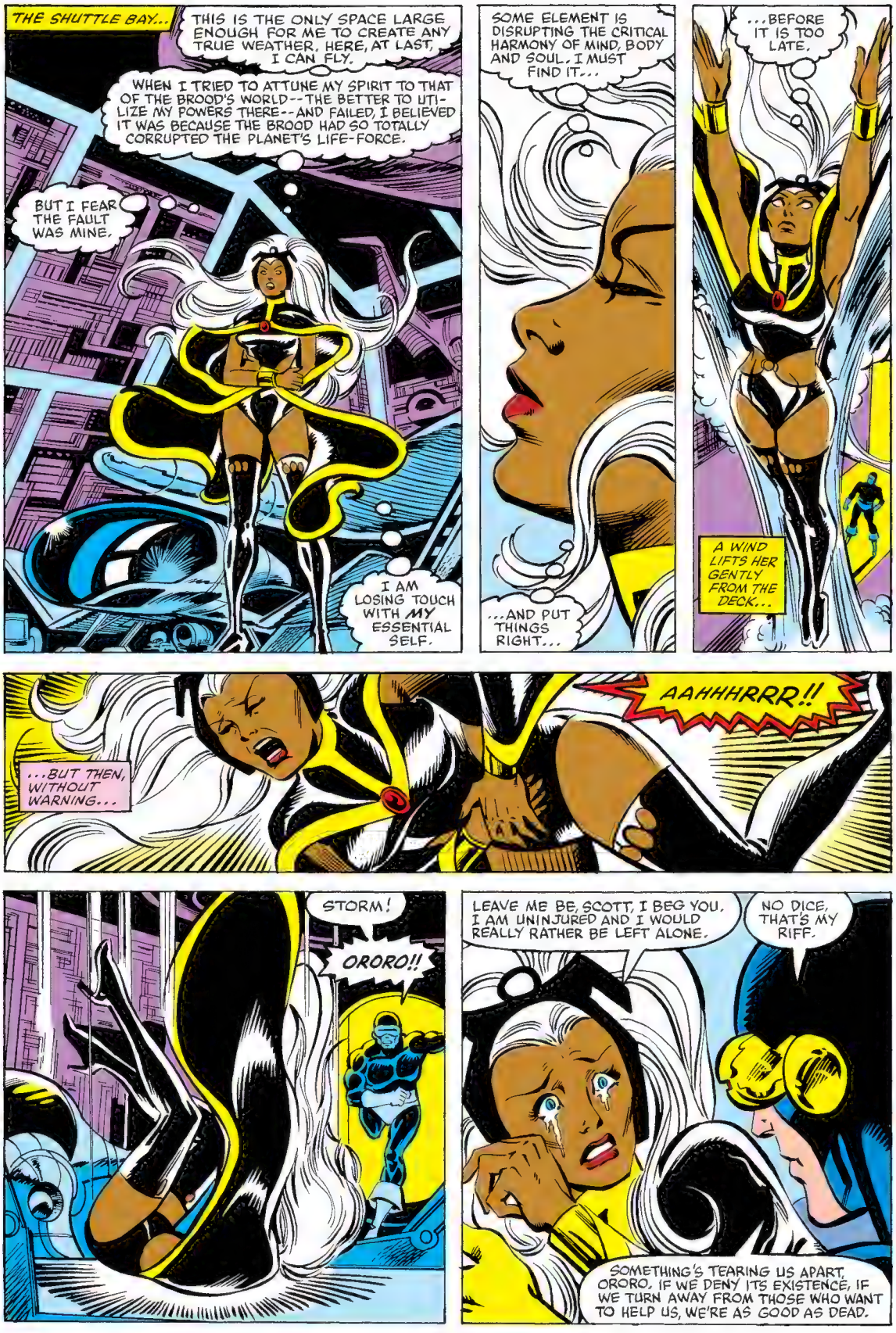

LATER, AFTER THE OTHERS HAVE BEEN REVIVED...
IS THE CHANGE PERMANENT, CAROL?
I HOPE SO.
SHE'S BEAUTIFUL. WHEN I FIRST SAW HER, I THOUGHT SHE WAS AN ANGEL.
HUSH, KÄTZCHEN. SAVE YOUR STRENGTH AND LET ME COMPLETE MY EXAMINATION.
FUNNY, ISN'T IT--NOT LONG AGO, I WAS TAKING CARE OF YOU.
UH-HUH.
KURT... FUZZY-ELF... I FEEL SO COLD.
WE ALL DO.
BUT WHY AREN'T WE MOVING?
YOUR REPAIR SAVED US--BUT IT WAS ONLY A STOP-GAP. THE WARP-DRIVE IS NOW TOTALLY INERT. WITH IT, WE'VE LOST MAIN AND AUXILIARY POWER--THAT MEANS NO LIFE SUPPORT.
UNLESS WE REGENERATE THE MATTER-ANTI-MATTER CORES, WE'LL FREEZE, OR SUFFOCATE. SOON.
HOW DO WE DO THAT?
BY SATURATING THE CELLS WITH ENERGY...
MY LIGHTNING? CYCLOPS' OPTIC BLASTS...?
NOWHERE NEAR ENOUGH, ORORO. TO DO IT RIGHT...
...WHAT'S NEEDED IS THE FUNCTIONAL EQUIVALENT OF A STAR.
SHE KNOWS INSTINCTIVELY WHAT MUST BE DONE.
ONCE MORE, SHE REACHES WITHIN HERSELF--TO THE LIGHT IN HER SOUL THAT FEELS NEW-BORN, YET AS OLD AS TIME...

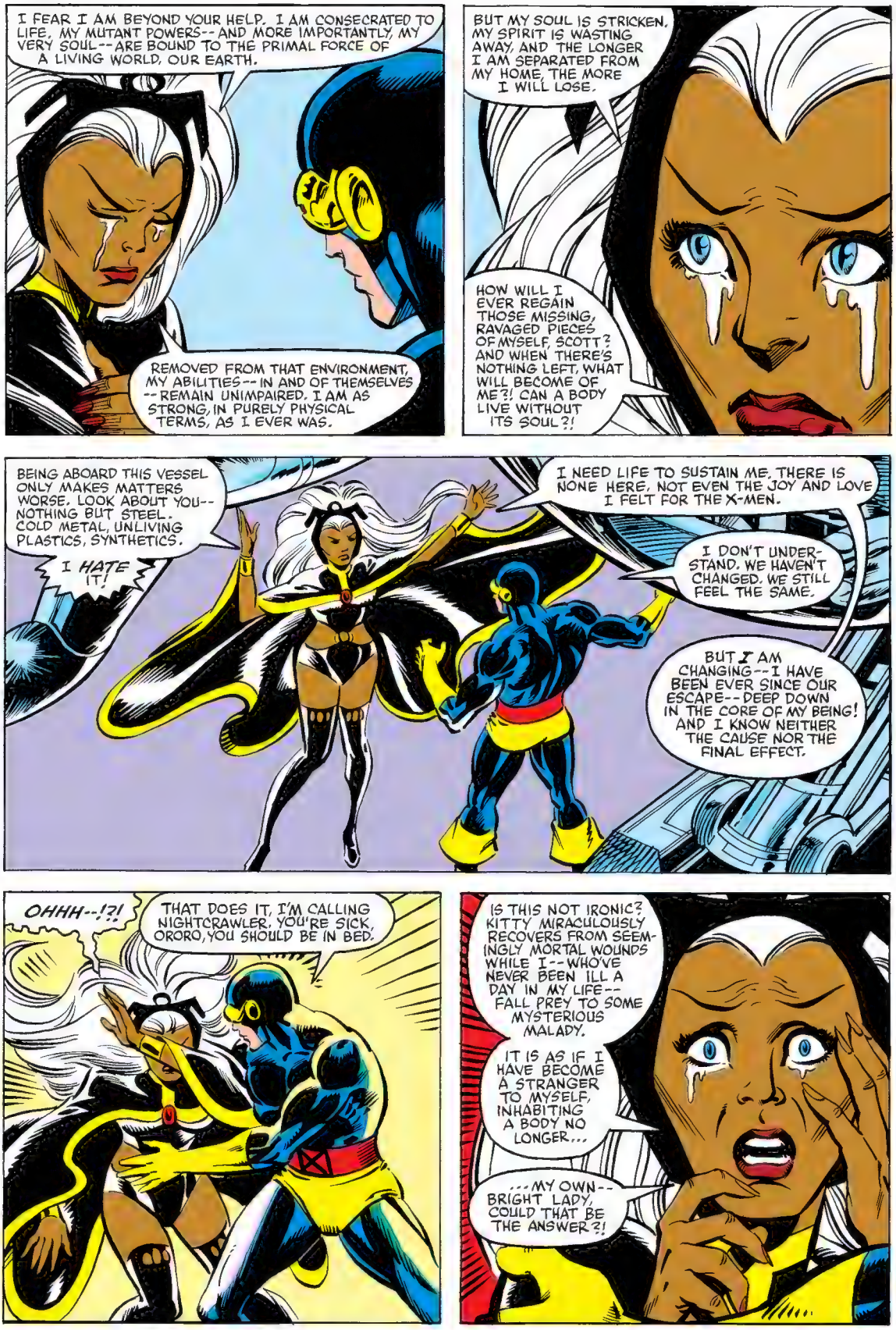

...AND UNLEASHES IT!
CAROL--!
NOT TOO SHABBY, HUH?
EASY, DARLIN'--YOU LOOK PRETTY ROCKY.
THOSE LOOKS AIN'T DECEIVIN', M'FRIEND.
BUT WHAT, A LIMIT--!
I WAS WONDERING IF MY NEW INCARNATION HAD AN UPPER LIMIT TO ITS ABILITIES. NOW I KNOW.
EVERYONE TO BED! THERE IS MUCH LEFT TO DO AND AFTER A NIGHT'S REST AND A PROPER MEAL, WE WILL GET TO WORK.


AND SO...
MY OLD FRIEND, CAPTAIN MARVEL WAS GIFTED WITH COSMIC AWARENESS-- AN ABILITY TO BECOME ONE WITH THE UNIVERSE. I THINK I'VE GONE BEYOND THAT.
HIS WAS A SPIRITUAL MERGER, MINE IS PHYSICAL. SOMEHOW, WHEN I USE MY POWER, I TAP INTO A WHITE HOLE--MY ENERGY SOURCE IS THE PRIMAL FABRIC OF A UNIVERSE!
LIKE A STAR, I CAN GENERATE HEAT, LIGHT--RADIATION ACROSS THE SPECTRUM-- GRAVITY. AND MY PERCEPTIONS --COLOSSUS, YOU CAN'T IMAGINE WHAT I SEE, HOW WONDROUS IT IS.
YOU SOUND VERY HAPPY.
DON'T I THOUGH!
SUCH ABILITIES WOULD BE INVALUABLE TO THE X-MEN.
YOU INVITING ME TO JOIN, TOVARISCH?
YOU ARE NOW A MUTANT, AND YOU HAVE ALWAYS BEEN A FRIEND.
BEST OFFER I'VE HAD ALL DAY, BIG FELLA.
BUT IT'D MEAN LIVING AND WORKING ON EARTH.
WHAT IS WRONG WITH THAT?
NOTHING. EVERYTHING.
WHEN I WAS A TEENAGER, I HITCHHIKED TO CAPE CANAVERAL TO WATCH AN APOLLO LAUNCH. MY DAD WHALED THE TAR OUTTA ME, BUT IT WAS WORTH IT. I WANTED SO BADLY TO BE AN ASTRONAUT-- TO EXPLORE SPACE, DISCOVER NEW WORLDS, ALIEN CIVILIZATIONS.
AS MS. MARVEL, I ALMOST MADE IT.
NOW, SUDDENLY, MY DREAM'S COME TRUE-- BEYOND MY WILDEST EXPECTATIONS!
BUT THERE'S A PRICE. RETURNING WITH YOU MEANS REJECTING MY HEART'S DESIRE-- BUT FULFILLING THAT DESIRE MEANS LEAVING EVERYONE, EVERYTHING I LOVE.
EARTH WAS CAROL DANVERS' HOME, COLOSSUS, BUT I FEAR IT HAS NO PLACE FOR--
--BINARY.


STOP FIDGETING. I'M NEARLY FINISHED.
DEEP BREATH. AGAIN. COUGH.
÷KOFF!÷
WHAT'S THE VERDICT, DOC? WILL I LIVE?
UMMM...
GREAT ANSWER. ARE YOU SURE YOU KNOW WHAT YOU'RE DOING?
LET'S HOPE SO, FOR YOUR SAKE.
YOU'RE BETTER, BUT NOT YET BEST.
I FEEL FINE, KURT.
EXCEPT I FEEL ROTTEN GOOFING OFF IN BED WHILE THE REST OF YOU ARE WORKING SO HARD.
HOW NOBLE. YOU'RE ENTITLED TO GOOF OFF, KIDDO. YOU'RE SICK.
STAY IN BED, TRY TO SLEEP, DRINK MORE HOT LEMON-HONEY TEA AND CHICKEN BROTH. I'LL CHECK ON YOU IN A FEW HOURS. VERSTEHEN? SEHR GUT. AUF WEIDERSEHEN, KÄTZCHEN.
WITH THAT, NIGHTCRAWLER TELEPORTS TO THE COMMAND DECK, HIS SMILE TURNING INTO A TROUBLED FROWN.
CYCLOPS, WHAT'S THE STATUS OF THE COMPUTERS-- SPECIFICALLY, THE MEDISCAN SYSTEMS?
THE WHOLE NETWORK HAS TO BE PURGED AND RECYCLED, KURT. NOTHING'LL BE ON-LINE ANY SOON. WHY? PROBLEMS?
PERHAPS. I'VE JUST EXAMINED KITTY. SHE'S FULLY RECOVERED.
THAT'S A PROBLEM?
BARELY A DAY AGO, SHE WAS DYING.
THE SHRAPNEL TORE A NASTY HOLE IN HER SIDE, INTRODUCING RADIOACTIVE ELEMENTS INTO HER BLOOD-STREAM. FROM THAT, AND THE WARP TRANSITION, SHE ABSORBED ENOUGH HARD RADIATION TO KILL A SCORE OF PEOPLE. SHE SHOULDN'T HAVE SURVIVED THE NIGHT, YET AT THIS MOMENT SHE'S IN PERFECT HEALTH.
NOTHING I DID HEALED HER, BUT I'D VERY MUCH LIKE TO LEARN WHAT DID...

SOME QUESTIONS ARE BETTER LEFT UNANSWERED, ELF.
WHAT THE BLAZES IS THAT SUPPOSED TO MEAN?
THE KID'S FINE-- WHAT MORE D'YOU WANT?
THE REASON WHY MEIN FREUND.
YOU'VE BEEN LURKING ABOUT LIKE A BLASTED SPECTRE EVER SINCE WE ESCAPED FROM THE BROOD. MAYBE IT'S TIME YOU EXPLAINED YOURSELF.
WHY DIDN'T YOU HELP ME NAIL THEIR QUEEN WHEN WE HAD THE CHANCE, CYKE?! THAT WOULD HAVE DONE SOME REAL DAMAGE-- POSSIBLY CRIPPLED THEIR ENTIRE RACE!
I TOLD YOU, WOLVERINE: X-MEN DON'T KILL.
SNIKT
WANNA BET?
SORRY. I... DIDN'T MEAN T' DO THAT. I GUESS ALL THAT'S HAPPENED HAS DRIVEN ME KIND'A BUGGY.
YOU'RE RIGHT, WHAT'S THERE TO GET UPSET ABOUT? WE ESCAPED, WITH OUR SKINS INTACT. EV'RYTHIN'S HUNKY-FLAMIN'-DORY.
MEIN GOTT.
WE ARE, FRIENDS, HE AND I, SCOTT. PERHAPS HE WILL TALK TO ME.
STAY WITH LILANDRA, KURT. GIVE HER A HAND.
THERE'S A PATTERN FORMING-- KITTY'S ONE PIECE, LOGAN'S ANOTHER-- AND I MEAN TO FIND OUT WHAT IT IS.

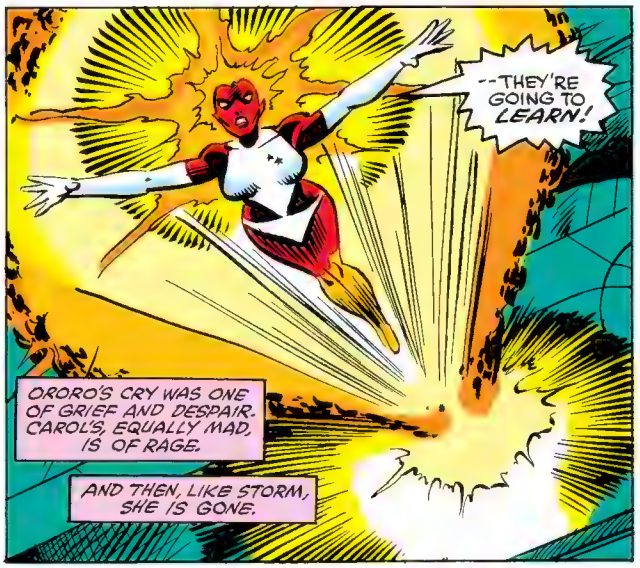

THE SHUTTLE BAY...
THIS IS THE ONLY SPACE LARGE ENOUGH FOR ME TO CREATE ANY TRUE WEATHER. HERE, AT LAST, I CAN FLY.
WHEN I TRIED TO ATTUNE MY SPIRIT TO THAT OF THE BROOD'S WORLD--THE BETTER TO UTILIZE MY POWERS THERE--AND FAILED, I BELIEVED IT WAS BECAUSE THE BROOD HAD SO TOTALLY CORRUPTED THE PLANET'S LIFE-FORCE.
BUT I FEAR THE FAULT WAS MINE.
I AM LOSING TOUCH WITH MY ESSENTIAL SELF.
SOME ELEMENT IS DISRUPTING THE CRITICAL HARMONY OF MIND, BODY AND SOUL. I MUST FIND IT...
...AND PUT THINGS RIGHT...
...BEFORE IT IS TOO LATE.
A WIND LIFTS HER GENTLY FROM THE DECK...
...BUT THEN, WITHOUT WARNING...
AAHHHRRR!!
STORM!
ORORO!!
LEAVE ME BE, SCOTT, I BEG YOU. I AM UNINJURED AND I WOULD REALLY RATHER BE LEFT ALONE.
NO DICE, THAT'S MY RIFF.
SOMETHING'S TEARING US APART, ORORO. IF WE DENY ITS EXISTENCE, IF WE TURN AWAY FROM THOSE WHO WANT TO HELP US, WE'RE AS GOOD AS DEAD.

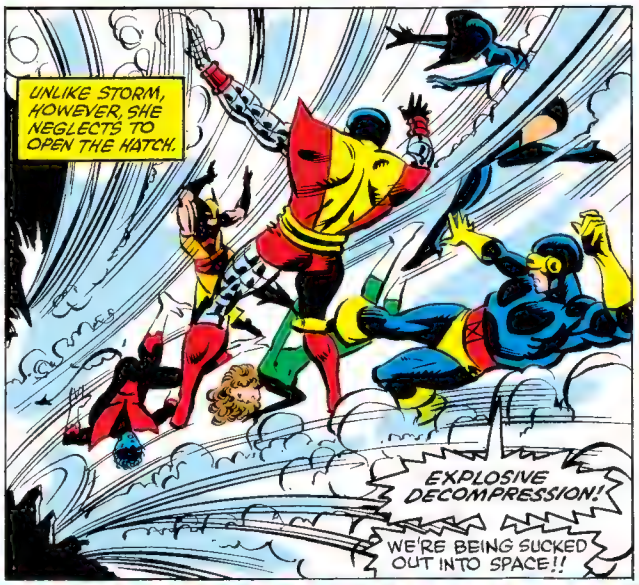

I FEAR I AM BEYOND YOUR HELP. I AM CONSECRATED TO LIFE, MY MUTANT POWERS--AND MORE IMPORTANTLY, MY VERY SOUL--ARE BOUND TO THE PRIMAL FORCE OF A LIVING WORLD, OUR EARTH.
REMOVED FROM THAT ENVIRONMENT, MY ABILITIES--IN AND OF THEMSELVES--REMAIN UNIMPAIRED. I AM AS STRONG, IN PURELY PHYSICAL TERMS, AS I EVER WAS.
BUT MY SOUL IS STRICKEN. MY SPIRIT IS WASTING AWAY, AND THE LONGER I AM SEPARATED FROM MY HOME, THE MORE I WILL LOSE.
HOW WILL I EVER REGAIN THOSE MISSING, RAVAGED PIECES OF MYSELF, SCOTT? AND WHEN THERE'S NOTHING LEFT, WHAT WILL BECOME OF ME?! CAN A BODY LIVE WITHOUT ITS SOUL?!
BEING ABOARD THIS VESSEL ONLY MAKES MATTERS WORSE. LOOK ABOUT YOU--NOTHING BUT STEEL. COLD METAL, UNLIVING PLASTICS, SYNTHETICS.
I HATE IT!
I NEED LIFE TO SUSTAIN ME. THERE IS NONE HERE, NOT EVEN THE JOY AND LOVE I FELT FOR THE X-MEN.
I DON'T UNDERSTAND. WE HAVEN'T CHANGED. WE STILL FEEL THE SAME.
BUT I AM CHANGING--I HAVE BEEN EVER SINCE OUR ESCAPE--DEEP DOWN IN THE CORE OF MY BEING! AND I KNOW NEITHER THE CAUSE NOR THE FINAL EFFECT.
OHHH--!?!
THAT DOES IT, I'M CALLING NIGHTCRAWLER. YOU'RE SICK, ORORO, YOU SHOULD BE IN BED.
IS THIS NOT IRONIC? KITTY MIRACULOUSLY RECOVERS FROM SEEMINGLY MORTAL WOUNDS WHILE I--WHO'VE NEVER BEEN ILL A DAY IN MY LIFE--FALL PREY TO SOME MYSTERIOUS MALADY.
IT IS AS IF I HAVE BECOME A STRANGER TO MYSELF, INHABITING A BODY NO LONGER...
...MY OWN--BRIGHT LADY, COULD THAT BE THE ANSWER?!

IT IS SO OBVIOUS, SO UNTHINKABLE, I NEVER CONSIDERED IT.
SCOTT, I SENSE... LIFE WITHIN ME!
A... CHILD!
BUT HOW CAN THIS BE?!
I MUST PROBE DEEPER-- WHERE DO YOU COME FROM, MY LITTLE ONE? WHO--?
NO.
OH, NO!
GODDESS!
WITH THAT CRY COMES A HURRICANE GUST OF WIND THAT SWEEPS CYCLOPS THE LENGTH OF THE BAY...
...AND OUT THE HATCH.
SLAM!
ORORO?!?
STORM!?!

SHE WENT BERSERK, TOOK A SCOUTSHIP, BLASTED OFF. BUT WHY LEAVE HER COSTUME BEHIND?
CAROL, BRING HER BACK. WE HAVE NO OPERATIONAL SENSORS. ONCE SHE'S OUT OF SIGHT IN THIS CLOUD, WE'LL NEVER FIND HER.
YOU EVER FIGURE THAT MIGHT BE WHAT SHE WANTS.
SHE'S IRRATIONAL.
WITH GOOD REASON, BUB.
LIKE WHAT?! I'M IN NO MOOD FOR GAMES, PAL. YOUR EXPLANATION'S LONG OVERDUE!
YEAH, I GUESS IT IS.
I SHOULD'A TOLD YOU ON SLEAZEWORLD, OR AFTER WE CUT LOOSE INTO SPACE.
I TRIED A FEW TIMES--BUT I COULDN'T. IT HURT TOO MUCH.
I THOUGHT O' KILLIN' YOU--COULDN'T DO THAT, EITHER. I FIGURED THERE WAS HOPE, THERE'S ALWAYS HOPE, WE'D SOMEHOW GET LUCKY, RUN INTO A MIRACLE.
WHO KNOWS, I COULD BE RIGHT.
BUT I WOULDN'T COUNT ON IT.
WHEN THE SLEAZOIDS CAPTURED US, WE WERE TAKEN BEFORE THEIR QUEEN--THEY CALL HER THE "GREAT MOTHER"--AN' SHE IMPLANTED AN EGG IN EACH OF US.
EACH EGG CONTAINS AN EMBRYONIC QUEEN. IT BONDED ITSELF TO OUR NERVOUS SYSTEMS, SO IT CAN'T BE SURGICALLY REMOVED. WHEN IT HATCHES, A PHYSICAL METAMORPHOSIS OCCURS.
THE HOST-BODY IS RESHAPED INTO THE BIRTH-FORM OF THE YOUNG SLEAZOID. IN THE PROCESS, IT ABSORBS THE GENETIC POTENTIAL AND ABILITIES OF THE HOST, TO PASS ON TO ITS PROGENY.

IN MY CASE, THEY RECKONED WITHOUT MY MUTANT POWER--THE HEALIN' FACTOR. MY BODY TREATED THE EGG AS AN INVADIN' DISEASE ORGANISM AN' WENT AFTER IT WHOLE HOG. THAT FIGHT FLAMIN' NEAR KILLED ME.
THAT WAS PARTLY WHY I COULDN'T TELL YOU THE TRUTH--I FELT GUILTY, A LITTLE ASHAMED, BECAUSE I WAS FREE. I WOULD LIVE...
...AN' YOU WOULDN'T.
THE EMBRYO QUEENS POSSESS A DEGREE OF AWARENESS. THEY KNOW WHEN THEY'RE THREATENED AN' THEY'LL TAKE ANY STEPS TO ENSURE THEIR SURVIVAL. IN KITTY'S CASE, THAT MEANT CURIN' HER--A DEAD HOST IS OF NO USE TO 'EM.
BUT THEY CAN JUST AS EASILY BE NASTY.



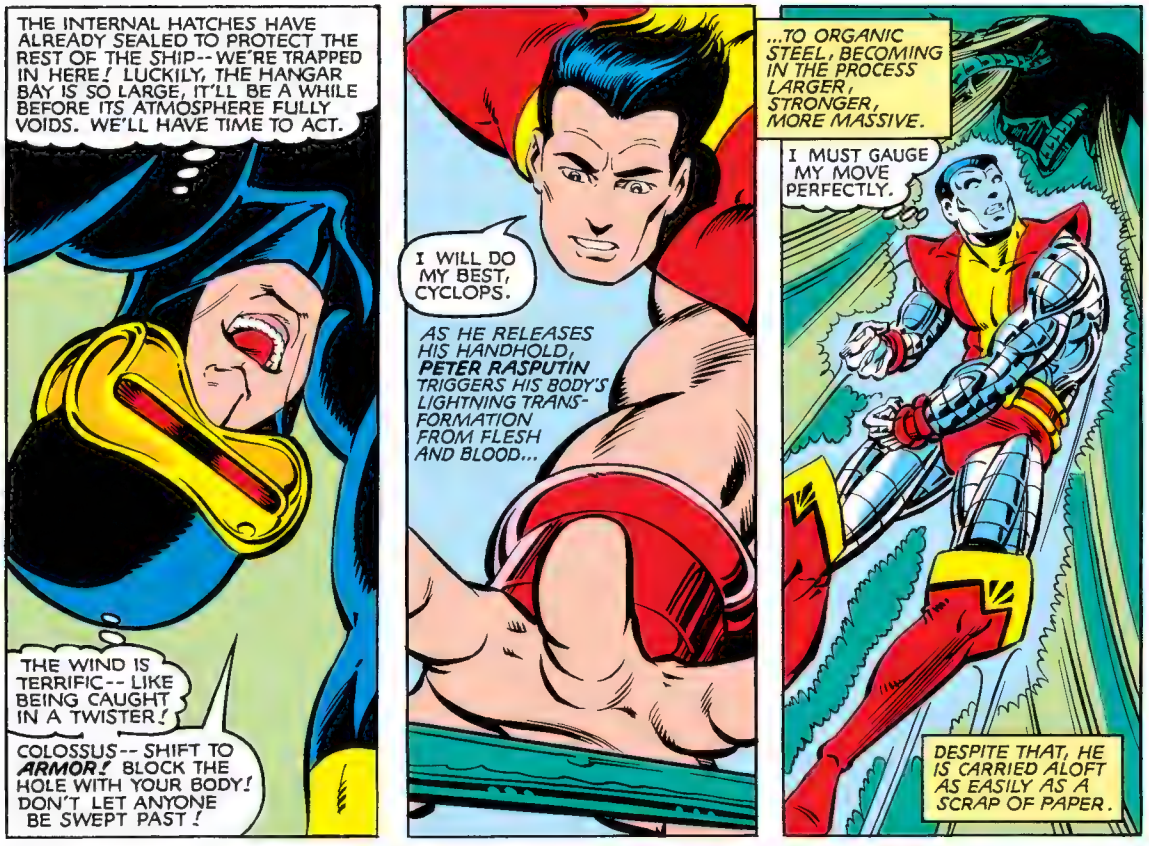


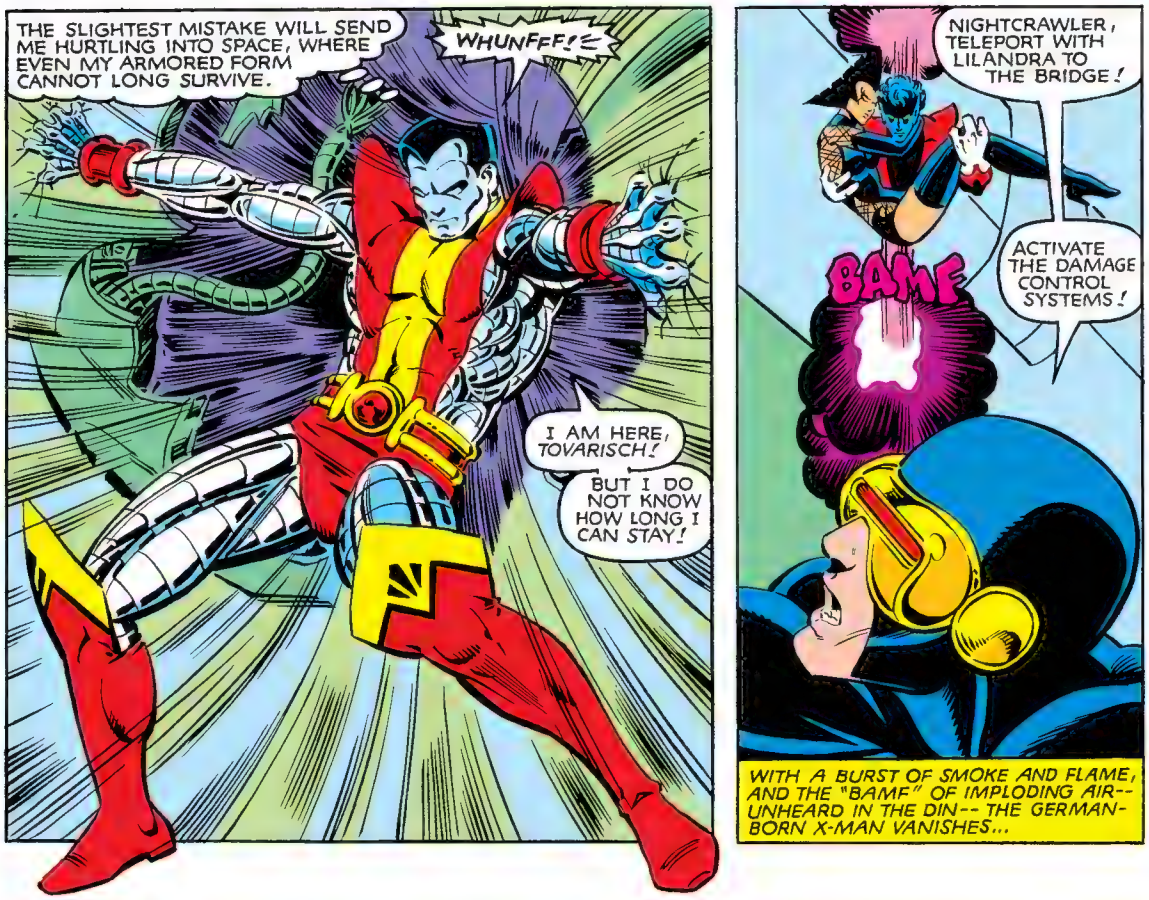
NEXT ISSUE: **TRANSFIGURATIONS!**

60¢
165
JAN
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN™
TM
DMS 82

Stan Lee PRESENTS...
TRANSFIGURATIONS!
POSSIBLY THE LAST STAND OF THE UNCANNY X-MEN!
EXPLOSIVE DECOMPRESSION!
WE'RE BEING SUCKED OUT INTO SPACE!!

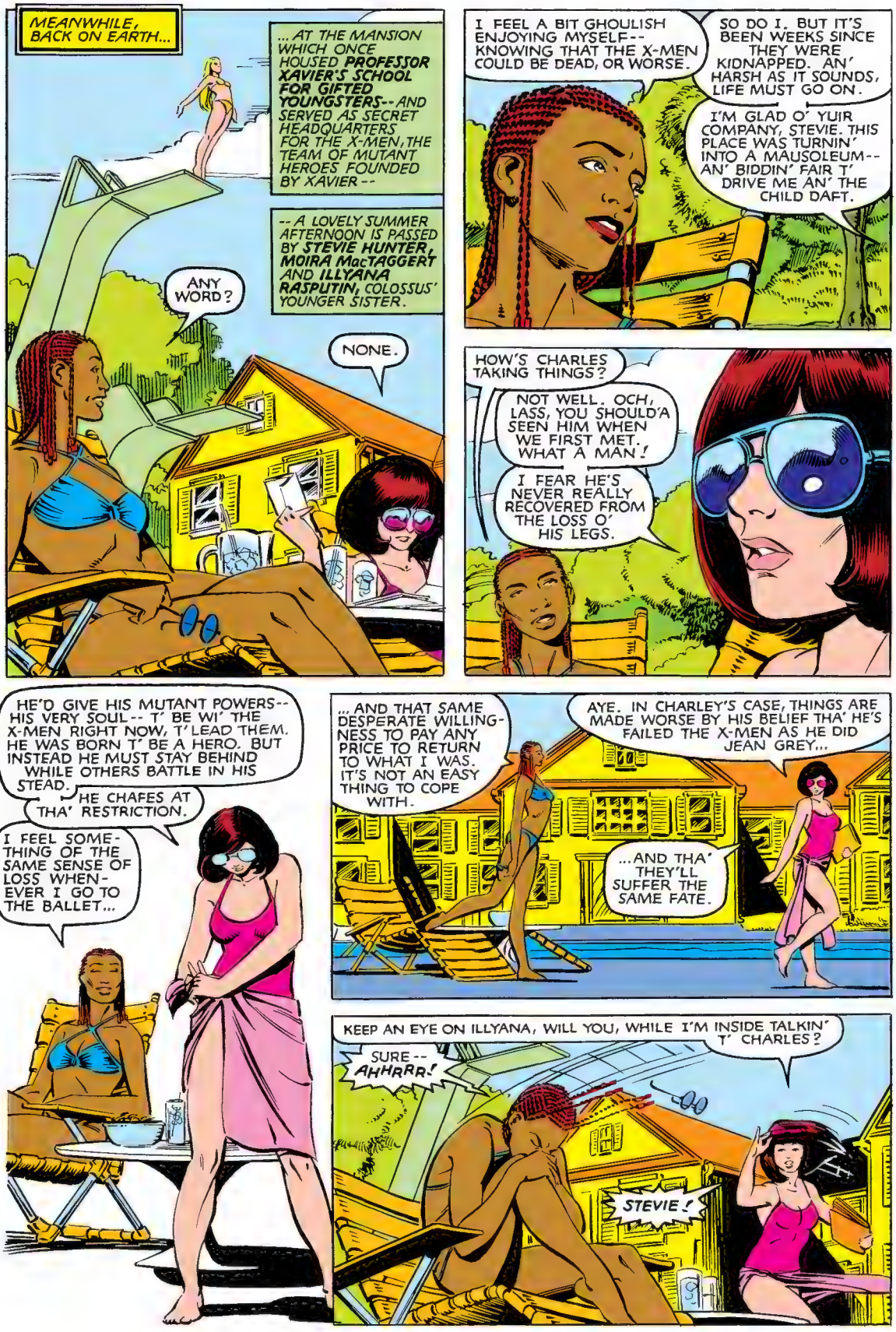
CHRIS CLAREMONT WRITER | PAUL SMITH PENCILER | BOB WIACEK INKER | L. VARLEY, COLORIST TOM ORZECHOWSKI, LETTERER | LOUISE JONES, EDITOR JIM SHOOTER, Ed.-IN-CHIEF

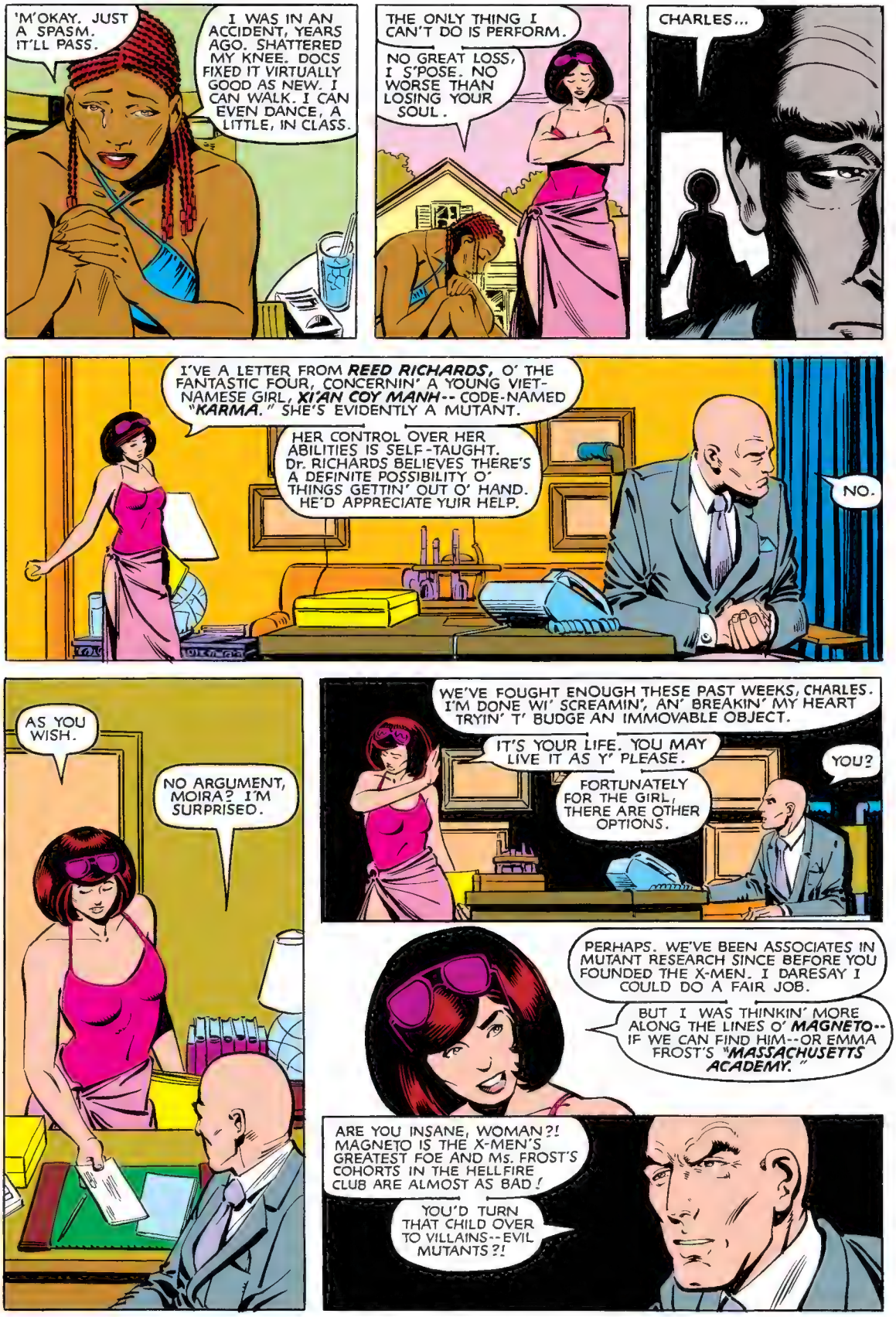

THE INTERNAL HATCHES HAVE ALREADY SEALED TO PROTECT THE REST OF THE SHIP--WE'RE TRAPPED IN HERE! LUCKILY, THE HANGAR BAY IS SO LARGE, IT'LL BE A WHILE BEFORE ITS ATMOSPHERE FULLY VOIDS. WE'LL HAVE TIME TO ACT.
THE WIND IS TERRIFIC-- LIKE BEING CAUGHT IN A TWISTER!
COLOSSUS-- SHIFT TO ARMOR! BLOCK THE HOLE WITH YOUR BODY! DON'T LET ANYONE BE SWEPT PAST!
I WILL DO MY BEST, CYCLOPS.
AS HE RELEASES HIS HANDHOLD, PETER RASPUTIN TRIGGERS HIS BODY'S LIGHTNING TRANS-FORMATION FROM FLESH AND BLOOD...
...TO ORGANIC STEEL, BECOMING IN THE PROCESS LARGER, STRONGER, MORE MASSIVE.
I MUST GAUGE MY MOVE PERFECTLY.
DESPITE THAT, HE IS CARRIED ALOFT AS EASILY AS A SCRAP OF PAPER.

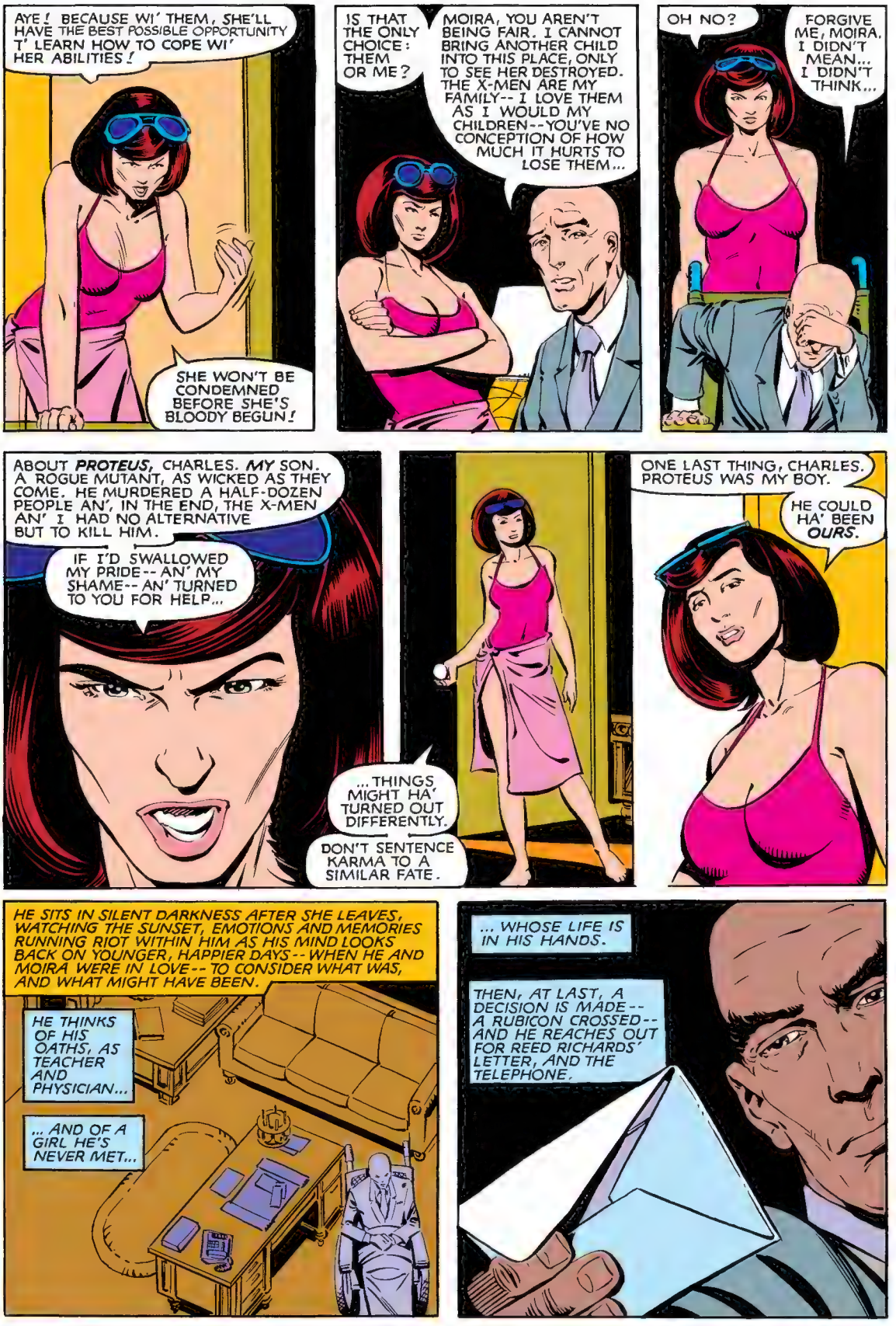

THE SLIGHTEST MISTAKE WILL SEND ME HURTLING INTO SPACE, WHERE EVEN MY ARMORED FORM CANNOT LONG SURVIVE.
WHUNFFF!
I AM HERE, TOVARISCH!
BUT I DO NOT KNOW HOW LONG I CAN STAY!
NIGHTCRAWLER, TELEPORT WITH LILANDRA TO THE BRIDGE!
BAMF
ACTIVATE THE DAMAGE CONTROL SYSTEMS!
WITH A BURST OF SMOKE AND FLAME, AND THE "BAMF" OF IMPLODING AIR-- UNHEARD IN THE DIN-- THE GERMAN-BORN X-MAN VANISHES...

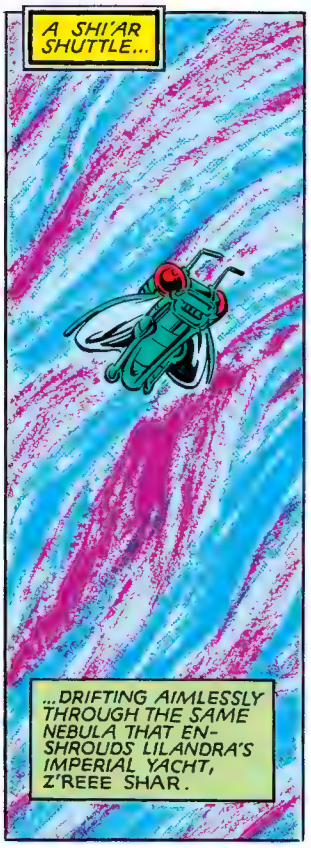
...TO INSTANTLY REAPPEAR ON THE VESSEL'S COMMAND DECK.
THIS STUNT FELT AWFUL THE FIRST TIME WE TRIED IT, NIGHTCRAWLER.
IT HASN'T IMPROVED WITH AGE.
MY APOLOGIES, EMPRESS. I'M NOT MYSELF THESE DAYS.
BUT THEN, WHO AMONG US IS?
THE WORDS ARE JAUNTY, BUT THERE'S AN UNDERTONE OF BITTERNESS AND DESPAIR THAT LILANDRA UNDERSTANDS ONLY TOO WELL.
SCREEEEEEEE!
THE REPAIR SYSTEMS HAVE FAILED.
WE'LL HAVE TO KEY IN EACH FUNCTION MANUALLY.
I'LL DIVERT MORE AIR TO THE HANGAR. THAT SHOULD BUY US THE TIME WE NEED.
WHY BOTHER? WE'RE ONLY POSTPONING THE INEVITABLE. WE ARE DOOMED, LILANDRA.
PERHAPS, MY FRIEND, BUT WOLVERINE COULD BE WRONG.
WE HAVE TO PLUG THAT BREACH!
WOLVERINE, CUT LOOSE A CHUNK OF THE DECK!
THE BLADES ARE ADAMANTIUM--UNBREAKABLE, RAZOR-KEEN, RETRACTABLE INTO BIONIC HOUSINGS IN HIS FOREARMS--
--THEY MOVE THROUGH STEEL AS EASILY AS AIR.
BUT AS LILANDRA TRIES TO MAINTAIN PRESSURE IN THE BAY--SO THE X-MEN WILL HAVE AIR TO BREATHE--THE WIND SUDDENLY INTENSIFIES...
...YANKING WOLVERINE FREE.
BRACE YOURSELF, COMRADE. THIS WILL HURT.
SAME GOES FOR YOU, BUDDY.
MY SKELETON'S LACED WITH ADAMANTIUM, REMEMBER. IT DON'T BREAK.

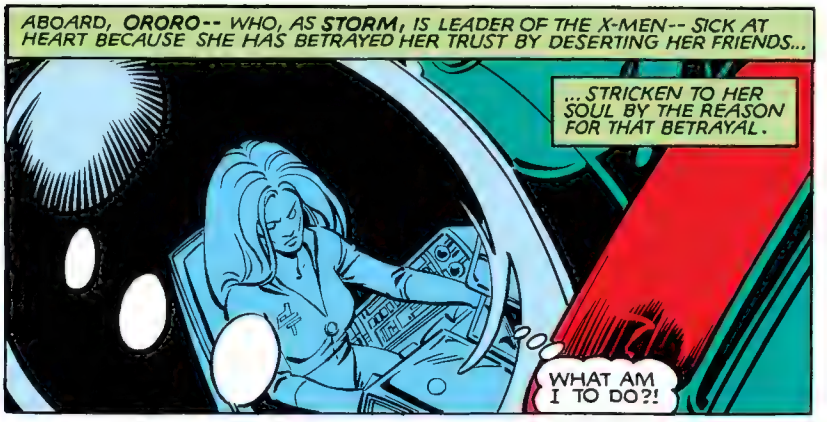
WHOULLF!
I AM SORRY, MY FRIEND. I WARNED YOU.
THANKS A HEAP.
COLOSSUS, GET OUT OF THE WAY!
OPTIC BLASTS OF NIGH-IRRESISTIBLE FORCE...
...FIRE FROM CYCLOPS' EYES TO FINISH THE JOB WOLVERINE BEGAN.
HERE IT COMES, PETEY!
I AM MOVING AS FAST AS I CAN!
KANG!
WHEW! THAT WAS TOO FLAMIN' CLOSE FOR-- CRIPES!
WE'RE FALLIN'!
WITH HULL INTEGRITY RESTORED BY THE X-MEN'S IMPROVISED PATCH...
...THE DECOMPRESSION ENDS, ITS WIND DISAPPEARS...
...AND THE SHIP'S GRAVITY--ARTIFICIAL THOUGH IT MAY BE--ONCE MORE REASSERTS ITSELF.
KRASH!
COLOSSUS!
HE'S FINE, KITTY. I'M FINE.
EV'RYTHING'S HUNKY-DORY.
THAT IS, IF YOU IGNORE THE FACT THAT THE X-MEN ARE AS GOOD AS DEAD.


MEANWHILE, BACK ON EARTH...
...AT THE MANSION WHICH ONCE HOUSED PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS--AND SERVED AS SECRET HEADQUARTERS FOR THE X-MEN, THE TEAM OF MUTANT HEROES FOUNDED BY XAVIER--
--A LOVELY SUMMER AFTERNOON IS PASSED BY STEVIE HUNTER, MOIRA MacTAGGERT AND ILLYANA RASPUTIN, COLOSSUS' YOUNGER SISTER.
ANY WORD?
NONE.
I FEEL A BIT GHOULISH ENJOYING MYSELF--KNOWING THAT THE X-MEN COULD BE DEAD, OR WORSE.
SO DO I. BUT IT'S BEEN WEEKS SINCE THEY WERE KIDNAPPED. AN' HARSH AS IT SOUNDS, LIFE MUST GO ON.
I'M GLAD O' YUIR COMPANY, STEVIE. THIS PLACE WAS TURNIN' INTO A MAUSOLEUM--AN' BIDDIN' FAIR T' DRIVE ME AN' THE CHILD DAFT.
HOW'S CHARLES TAKING THINGS?
NOT WELL. OCH, LASS, YOU SHOULD'A SEEN HIM WHEN WE FIRST MET. WHAT A MAN!
I FEAR HE'S NEVER REALLY RECOVERED FROM THE LOSS O' HIS LEGS.
HE'D GIVE HIS MUTANT POWERS--HIS VERY SOUL--T' BE WI' THE X-MEN RIGHT NOW, T' LEAD THEM. HE WAS BORN T' BE A HERO. BUT INSTEAD HE MUST STAY BEHIND WHILE OTHERS BATTLE IN HIS STEAD.
HE CHAFES AT THA' RESTRICTION.
I FEEL SOMETHING OF THE SAME SENSE OF LOSS WHENEVER I GO TO THE BALLET...
...AND THAT SAME DESPERATE WILLINGNESS TO PAY ANY PRICE TO RETURN TO WHAT I WAS. IT'S NOT AN EASY THING TO COPE WITH.
AYE. IN CHARLEY'S CASE, THINGS ARE MADE WORSE BY HIS BELIEF THA' HE'S FAILED THE X-MEN AS HE DID JEAN GREY...
...AND THA' THEY'LL SUFFER THE SAME FATE.
KEEP AN EYE ON ILLYANA, WILL YOU, WHILE I'M INSIDE TALKIN' T' CHARLES?
SURE--AHHRRR!
STEVIE!


'M'OKAY. JUST A SPASM. IT'LL PASS.
I WAS IN AN ACCIDENT, YEARS AGO. SHATTERED MY KNEE. DOCS FIXED IT VIRTUALLY GOOD AS NEW. I CAN WALK. I CAN EVEN DANCE, A LITTLE, IN CLASS.
THE ONLY THING I CAN'T DO IS PERFORM.
NO GREAT LOSS, I S'POSE. NO WORSE THAN LOSING YOUR SOUL.
CHARLES...
I'VE A LETTER FROM REED RICHARDS, O' THE FANTASTIC FOUR, CONCERNIN' A YOUNG VIET-NAMESE GIRL, XI'AN COY MANH -- CODE-NAMED "KARMA." SHE'S EVIDENTLY A MUTANT.
HER CONTROL OVER HER ABILITIES IS SELF-TAUGHT. Dr. RICHARDS BELIEVES THERE'S A DEFINITE POSSIBILITY O' THINGS GETTIN' OUT O' HAND. HE'D APPRECIATE YUIR HELP.
NO.
AS YOU WISH.
NO ARGUMENT, MOIRA? I'M SURPRISED.
WE'VE FOUGHT ENOUGH THESE PAST WEEKS, CHARLES. I'M DONE WI' SCREAMIN', AN' BREAKIN' MY HEART TRYIN' T' BUDGE AN IMMOVABLE OBJECT.
IT'S YOUR LIFE. YOU MAY LIVE IT AS Y' PLEASE.
YOU?
FORTUNATELY FOR THE GIRL, THERE ARE OTHER OPTIONS.
PERHAPS. WE'VE BEEN ASSOCIATES IN MUTANT RESEARCH SINCE BEFORE YOU FOUNDED THE X-MEN. I DARESAY I COULD DO A FAIR JOB.
BUT I WAS THINKIN' MORE ALONG THE LINES O' MAGNETO -- IF WE CAN FIND HIM -- OR EMMA FROST'S "MASSACHUSETTS ACADEMY."
ARE YOU INSANE, WOMAN?! MAGNETO IS THE X-MEN'S GREATEST FOE AND Ms. FROST'S COHORTS IN THE HELLFIRE CLUB ARE ALMOST AS BAD!
YOU'D TURN THAT CHILD OVER TO VILLAINS -- EVIL MUTANTS?!

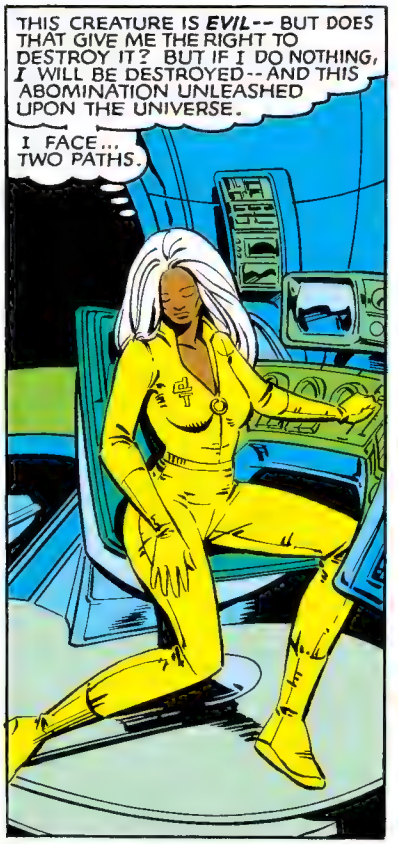

AYE! BECAUSE WI' THEM, SHE'LL HAVE THE BEST POSSIBLE OPPORTUNITY T' LEARN HOW TO COPE WI' HER ABILITIES!
SHE WON'T BE CONDEMNED BEFORE SHE'S BLOODY BEGUN!
IS THAT THE ONLY CHOICE: THEM OR ME?
MOIRA, YOU AREN'T BEING FAIR. I CANNOT BRING ANOTHER CHILD INTO THIS PLACE, ONLY TO SEE HER DESTROYED. THE X-MEN ARE MY FAMILY-- I LOVE THEM AS I WOULD MY CHILDREN--YOU'VE NO CONCEPTION OF HOW MUCH IT HURTS TO LOSE THEM...
OH NO?
FORGIVE ME, MOIRA. I DIDN'T MEAN... I DIDN'T THINK...
ABOUT PROTEUS, CHARLES. MY SON. A ROGUE MUTANT, AS WICKED AS THEY COME. HE MURDERED A HALF-DOZEN PEOPLE AN', IN THE END, THE X-MEN AN' I HAD NO ALTERNATIVE BUT TO KILL HIM.
IF I'D SWALLOWED MY PRIDE-- AN' MY SHAME-- AN' TURNED TO YOU FOR HELP...
... THINGS MIGHT HA' TURNED OUT DIFFERENTLY.
DON'T SENTENCE KARMA TO A SIMILAR FATE.
ONE LAST THING, CHARLES. PROTEUS WAS MY BOY.
HE COULD HA' BEEN OURS.
HE SITS IN SILENT DARKNESS AFTER SHE LEAVES, WATCHING THE SUNSET, EMOTIONS AND MEMORIES RUNNING RIOT WITHIN HIM AS HIS MIND LOOKS BACK ON YOUNGER, HAPPIER DAYS--WHEN HE AND MOIRA WERE IN LOVE--TO CONSIDER WHAT WAS, AND WHAT MIGHT HAVE BEEN.
HE THINKS OF HIS OATHS, AS TEACHER AND PHYSICIAN...
... AND OF A GIRL HE'S NEVER MET...
... WHOSE LIFE IS IN HIS HANDS.
THEN, AT LAST, A DECISION IS MADE-- A RUBICON CROSSED-- AND HE REACHES OUT FOR REED RICHARDS' LETTER, AND THE TELEPHONE.


A SHI'AR SHUTTLE...
...DRIFTING AIMLESSLY THROUGH THE SAME NEBULA THAT ENSHROUDS LILANDRA'S IMPERIAL YACHT, Z'REEE SHAR.


ABOARD, ORORO-- WHO, AS STORM, IS LEADER OF THE X-MEN-- SICK AT HEART BECAUSE SHE HAS BETRAYED HER TRUST BY DESERTING HER FRIENDS...
...STRICKEN TO HER SOUL BY THE REASON FOR THAT BETRAYAL.
WHAT AM I TO DO?!

A LIFE GROWS WITHIN ME, AN EGG IMPLANTED BY THE MOTHER QUEEN OF THE BROOD. IT HAS JOINED ITS ESSENCE TO MINE. IT SPREADS THROUGH ME BODY AND SOUL, LIKE SOME LOATHSOME DISEASE, CORRUPTING EVERYTHING IT TOUCHES, RESHAPING ME IN ITS OWN IMAGE.
IF UNCHECKED, IT WILL CONSUME ME. I WILL DIE. IT WILL LIVE IN MY PLACE.

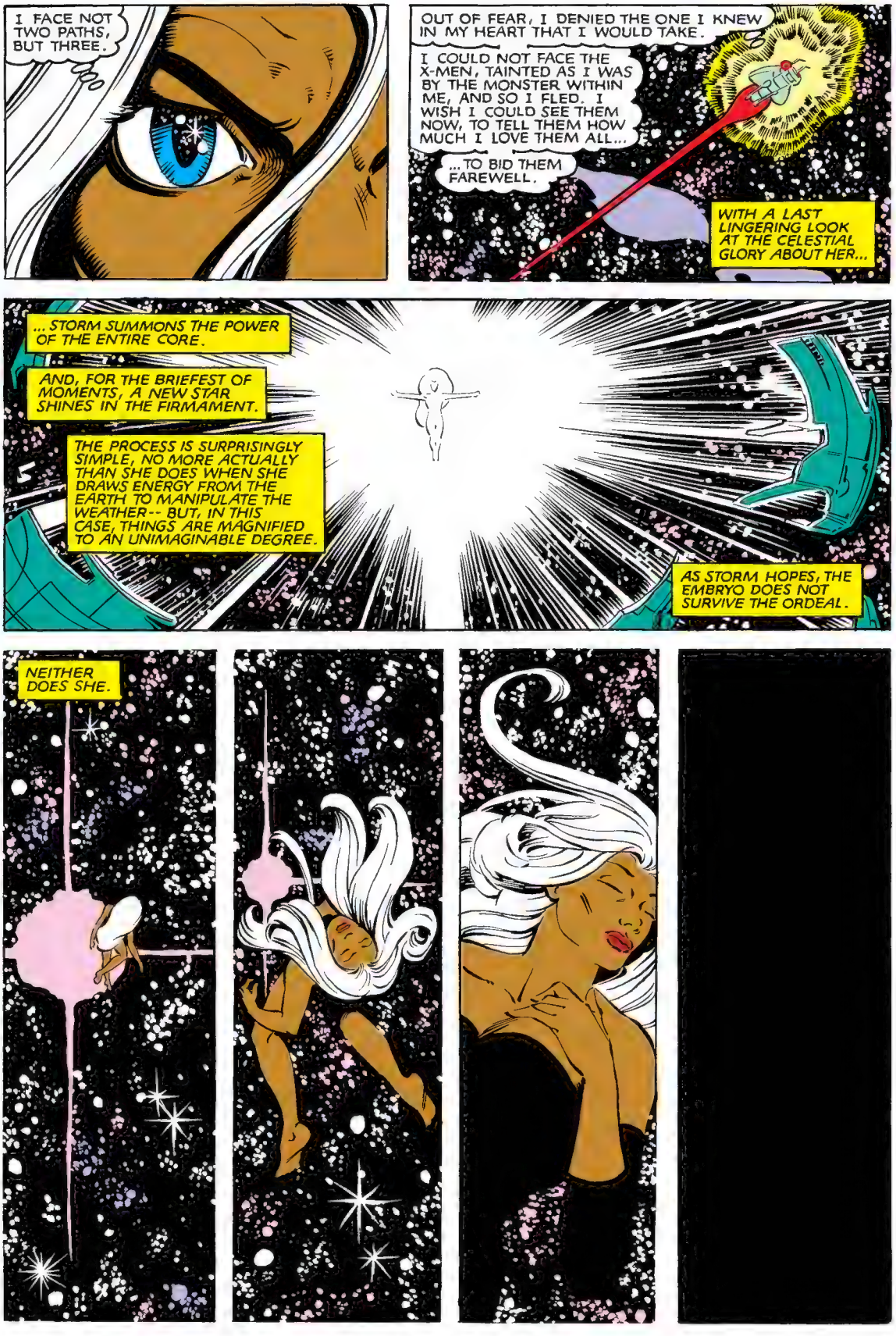
BUT IT IS NOT A DISEASE, IT IS A SENTIENT BEING.
AND AS THE X-MAN, STORM-- AS THE "GODDESS," ORORO-- I AM CONSECRATED TO LIFE, SWORN TO PRESERVE IT AT ALL COSTS.


THIS CREATURE IS EVIL-- BUT DOES THAT GIVE ME THE RIGHT TO DESTROY IT? BUT IF I DO NOTHING, I WILL BE DESTROYED-- AND THIS ABOMINATION UNLEASHED UPON THE UNIVERSE.
I FACE... TWO PATHS.

ONE PRESERVES MY BELIEFS-- THOUGH IT MEANS MY DEATH AND PROBABLY THAT OF COUNTLESS OTHERS BESIDES. THE ALTERNATIVE MAY SAVE ME-- BUT WHAT THEN OF MY SOUL, OF THE BELIEFS THAT GIVE EXISTENCE MEANING?
GODDESS, I AM SO FAR FROM HOME. I FEEL SO LOST, SO ALONE. BLESSED LADY, HEAR MY PLEA! I BEG YOU--
--HELP ME!!

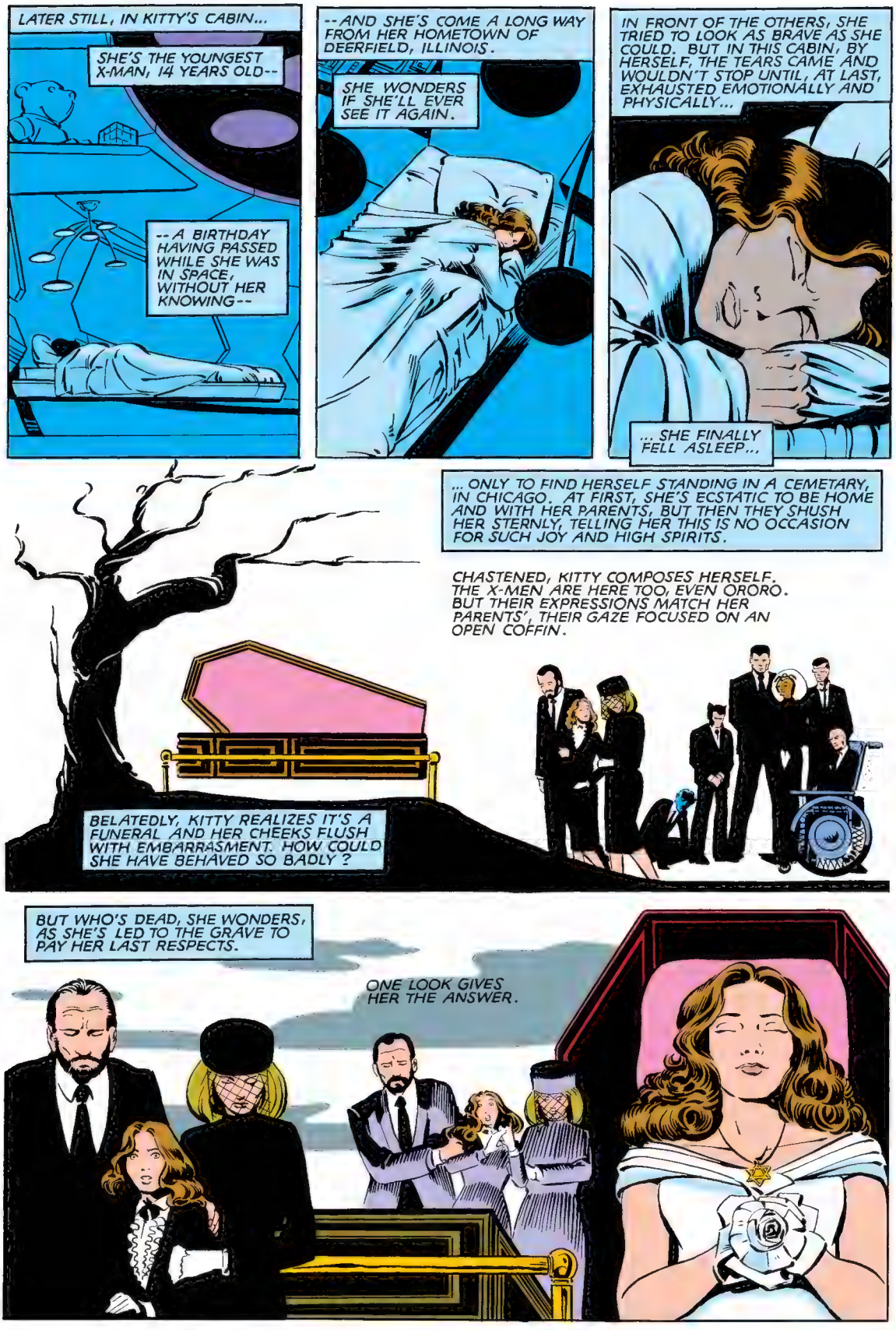
Eh--?!
MY HANDS--?!?
WHAT!?!
NNOOOOOOOOOO

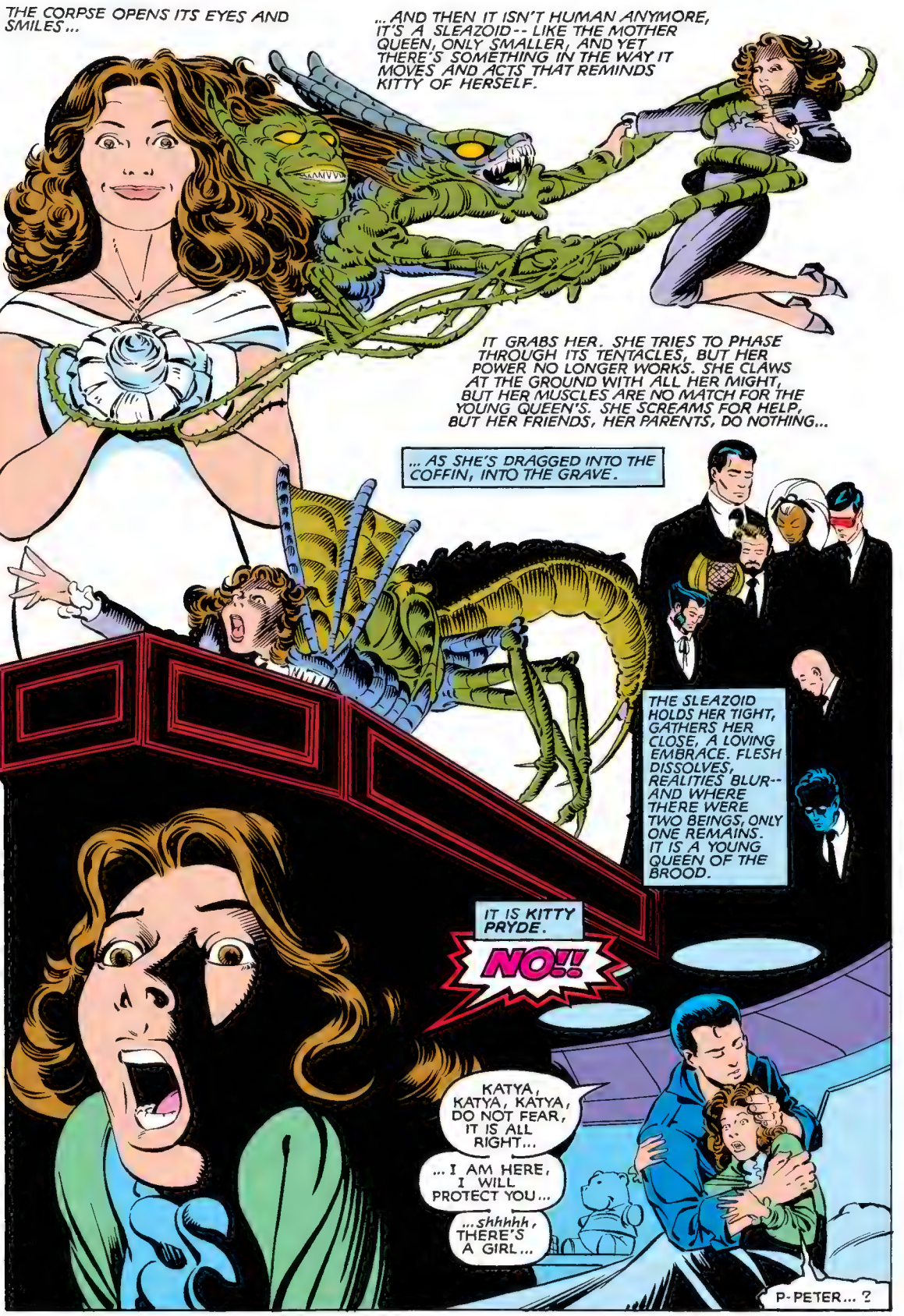
THE METAMORPHOSIS IS NEARLY COMPLETE...
...WHEN THE SHUTTLE EMERGES FROM THE NEBULA...
THE LIGHT-- SO BRILLIANT, SO BLINDING-- WHAT CAN IT BE?
STARS!
FILLING THE SKY--NOTHING BUT STARS!
I... I'M MYSELF AGAIN!
THIS MUST BE THE GALACTIC CORE. MILLIONS OF SUNS, CRAMMED INTO A RELATIVELY TINY VOLUME OF SPACE-- LIVING STARS, LIVING WORLDS, AND FROM EACH I DRAW BOTH SPIRITUAL AND MATERIAL SUSTENANCE.
THAT SUDDEN INFLUX OF POWER CAUGHT THE EMBRYO OFF-GUARD AND ENABLED ME ME TO REVERSE THE TRANSFORMATION. I DOUBT I WILL BE SO FORTUNATE A SECOND TIME. THE EMBRYO'S INFLUENCE GROWS WITH EACH PASSING SECOND. EVEN HERE I CANNOT WITHSTAND IT FOR MUCH LONGER. IF I AM TO ACT...
... I MUST DO SO NOW!


I FACE NOT TWO PATHS, BUT THREE.
OUT OF FEAR, I DENIED THE ONE I KNEW IN MY HEART THAT I WOULD TAKE.
I COULD NOT FACE THE X-MEN, TAINTED AS I WAS BY THE MONSTER WITHIN ME, AND SO I FLED. I WISH I COULD SEE THEM NOW, TO TELL THEM HOW MUCH I LOVE THEM ALL...
...TO BID THEM FAREWELL.
WITH A LAST LINGERING LOOK AT THE CELESTIAL GLORY ABOUT HER...
... STORM SUMMONS THE POWER OF THE ENTIRE CORE.
AND, FOR THE BRIEFEST OF MOMENTS, A NEW STAR SHINES IN THE FIRMAMENT.
THE PROCESS IS SURPRISINGLY SIMPLE, NO MORE ACTUALLY THAN SHE DOES WHEN SHE DRAWS ENERGY FROM THE EARTH TO MANIPULATE THE WEATHER-- BUT, IN THIS CASE, THINGS ARE MAGNIFIED TO AN UNIMAGINABLE DEGREE.
AS STORM HOPES, THE EMBRYO DOES NOT SURVIVE THE ORDEAL.
NEITHER DOES SHE.

ELSEWHERE...
ANOTHER DAY'S WORK, LILANDRA, AND WE SHOULD BE READY TO ROLL.
THE QUESTION IS, WHERE DO WE GO?
HOW 'BOUT BACK THE WAY WE CAME, TA FINISH WHAT WE STARTED.
TO SLEAZEWORLD? TO TAKE ON THE BROOD? SIX PEOPLE IN AN ARMED YACHT VERSUS AN ENTIRE RACE?! YOU'RE TALKING SUICIDE, LOGAN.
WHAT'VE WE GOT TO LOSE? THE X-MEN ARE LIVIN' ON BORROWED TIME, ANYWAY. THE MOTHER QUEEN IMPLANTED AN EGG IN EACH O' US. BECAUSE O' MY MUTANT POWER-- MY BODY'S ABILITY TA HEAL ANY WOUND OR ILLNESS--THE ONE I GOT WAS ZAPPED.
BUT YOURS'RE HEALTHY, GROWIN'. SOONER OR LATER, THEY'LL MATURE. D'YOU WANT TO SIT AROUND AN' WAIT FOR THAT TA HAPPEN...
... OR PAY THE BROOD BACK FOR WHAT THEY'VE DONE?
I AM MAJESTRIX SHI'AR-- EMPRESS OF A WARRIOR RACE! I WILL SHOW THE BROOD THE IDENTICAL MERCY THEY HAVE GRANTED US.
FROM THIS MOMENT ON, WHEREVER, WHENEVER I FIND THEM-- BE THEY HIGH-BORN OR LOW, ADULT OR CHILD--
--THEIR LIVES ARE MINE!
SOUNDS GOOD TA ME, DARLIN'.
AND... TO ME.
GOD HELP US ALL.

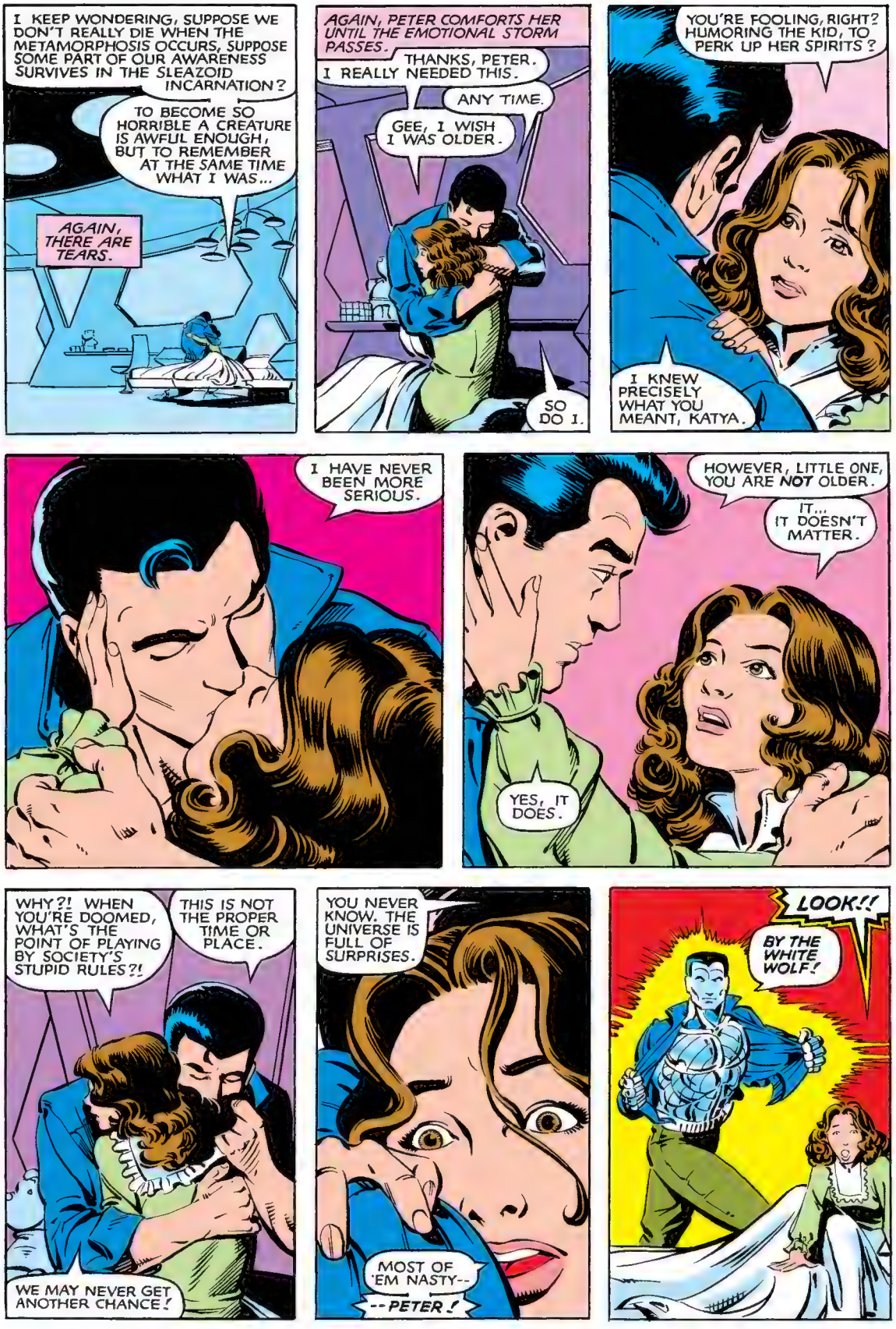
LATER... IT TOOK A LOT FOR SCOTTY TO ADMIT THOSE KIND'A FEELINGS-- THEY GO AGAINST EV'RYTHIN' HE BELIEVES IN, EV'RYTHIN' XAVIER TAUGHT HIM. IT'S A HARD THING TA TOSS AWAY YER IDEALS.
ME, I COULD NEVER AFFORD 'EM.
WHAT'S THIS-- ?! ELF-- PRAYIN'???
...IN NOMINE PATRI, ET FILII, ET SPIRITU SANCTI-- AMEN.
WHAT'S DOIN', BUB?
WHAT DOES IT LOOK LIKE?
INCONGRUOUS. I GUESS I NEVER FIGURED YOU FOR THE RELIGIOUS TYPE.
WHY, DON'T I LOOK THE PART?
I ADMIT I'M RARELY SEEN IN A CHURCH-- BUT I DRAW COMFORT FROM MY BELIEFS AND FROM PRAYER. SUCH COMFORT IS DEARLY NEEDED NOW-- BY US ALL.
YOU SHOULD TRY IT, LOGAN. WHO KNOWS, YOU MIGHT LIKE IT.
I DID, IN THE ARMY. A MISTAKE.
I BELIEVE IN NOTHIN'-- NEVER HAVE, NEVER WILL.
WHAT MATTERS IS WHAT I CAN SEE, HEAR, SMELL, TASTE, TOUCH--
--TANGIBLE THINGS, PHYSICAL THINGS. REALITY. THE REST IS IMAGINATION.
AND YOU HAVE NO USE FOR THAT?
NOPE.
I AM SORRY, MY FRIEND.
I NEVER REALIZED HOW UTTERLY, INESCAPABLY ALONE YOU MUST BE-- WITH NOTHING TO HOLD ONTO BUT YOURSELF. MORE ALONE THAN I-- DESPITE MY OUTRE APPEARANCE-- COULD EVER BE.
I AIN'T ALONE, BUB-- I GOT YOU.
C'MON, LESSEE IF THEY GOT ANY BREW ON THIS BUCKET.


LATER STILL, IN KITTY'S CABIN...
SHE'S THE YOUNGEST X-MAN, 14 YEARS OLD--
--A BIRTHDAY HAVING PASSED WHILE SHE WAS IN SPACE, WITHOUT HER KNOWING--
--AND SHE'S COME A LONG WAY FROM HER HOMETOWN OF DEERFIELD, ILLINOIS.
SHE WONDERS IF SHE'LL EVER SEE IT AGAIN.
IN FRONT OF THE OTHERS, SHE TRIED TO LOOK AS BRAVE AS SHE COULD. BUT IN THIS CABIN, BY HERSELF, THE TEARS CAME AND WOULDN'T STOP UNTIL, AT LAST, EXHAUSTED EMOTIONALLY AND PHYSICALLY...
... SHE FINALLY FELL ASLEEP...
... ONLY TO FIND HERSELF STANDING IN A CEMETARY, IN CHICAGO. AT FIRST, SHE'S ECSTATIC TO BE HOME AND WITH HER PARENTS, BUT THEN THEY SHUSH HER STERNLY, TELLING HER THIS IS NO OCCASION FOR SUCH JOY AND HIGH SPIRITS.
CHASTENED, KITTY COMPOSES HERSELF. THE X-MEN ARE HERE TOO, EVEN ORORO. BUT THEIR EXPRESSIONS MATCH HER PARENTS', THEIR GAZE FOCUSED ON AN OPEN COFFIN.
BELATEDLY, KITTY REALIZES IT'S A FUNERAL AND HER CHEEKS FLUSH WITH EMBARRASMENT. HOW COULD SHE HAVE BEHAVED SO BADLY?
BUT WHO'S DEAD, SHE WONDERS, AS SHE'S LED TO THE GRAVE TO PAY HER LAST RESPECTS.
ONE LOOK GIVES HER THE ANSWER.


THE CORPSE OPENS ITS EYES AND SMILES...
...AND THEN IT ISN'T HUMAN ANYMORE, IT'S A SLEAZOID-- LIKE THE MOTHER QUEEN, ONLY SMALLER, AND YET THERE'S SOMETHING IN THE WAY IT MOVES AND ACTS THAT REMINDS KITTY OF HERSELF.
IT GRABS HER. SHE TRIES TO PHASE THROUGH ITS TENTACLES, BUT HER POWER NO LONGER WORKS. SHE CLAWS AT THE GROUND WITH ALL HER MIGHT, BUT HER MUSCLES ARE NO MATCH FOR THE YOUNG QUEEN'S. SHE SCREAMS FOR HELP, BUT HER FRIENDS, HER PARENTS, DO NOTHING...
...AS SHE'S DRAGGED INTO THE COFFIN, INTO THE GRAVE.
THE SLEAZOID HOLDS HER TIGHT, GATHERS HER CLOSE, A LOVING EMBRACE. FLESH DISSOLVES, REALITIES BLUR-- AND WHERE THERE WERE TWO BEINGS, ONLY ONE REMAINS. IT IS A YOUNG QUEEN OF THE BROOD.
IT IS KITTY PRYDE.
NO!!
KATYA, KATYA, KATYA, DO NOT FEAR, IT IS ALL RIGHT...
...I AM HERE, I WILL PROTECT YOU...
...shhhhh, THERE'S A GIRL...
P-PETER... ?

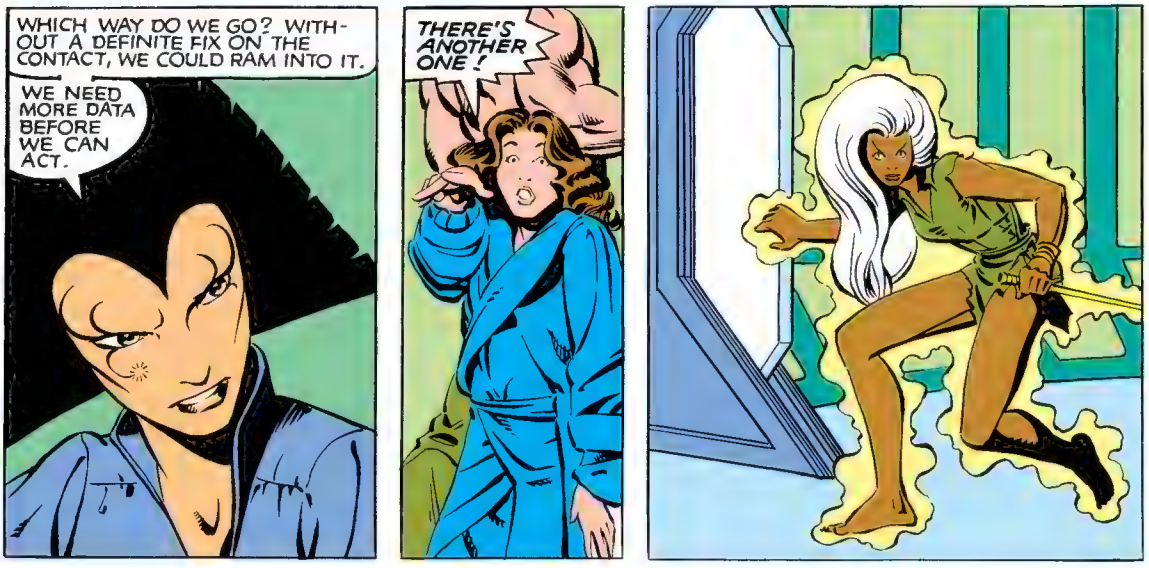
A BAD DREAM, KITTY?
A DOOZY.
THEY HAVE BEEN MAKING THE ROUNDS LATELY. NONE OF US ARE SLEEPING WELL, IF AT ALL.
YEAH. EXCEPT THE REALITY WHEN WE WAKE IS JUST AS BAD AS THE NIGHTMARES. MAYBE WORSE.
WOULD YOU CARE TO TALK ABOUT IT? YOU MIGHT FEEL BETTER.
NO!
KATYA, IT IS NO CRIME TO BE AFRAID.
I'M NOT AFRAID!
OF COURSE YOU AREN'T. MY ERROR.
PETER, I... I DON'T WANT TO DIE!
WHO DOES?
PETER NIKOLIEVITCH RASPUTIN, DON'T YOU DARE LAUGH AT ME!
THIS ISN'T FUNNY! THIS ISN'T A JOKE!

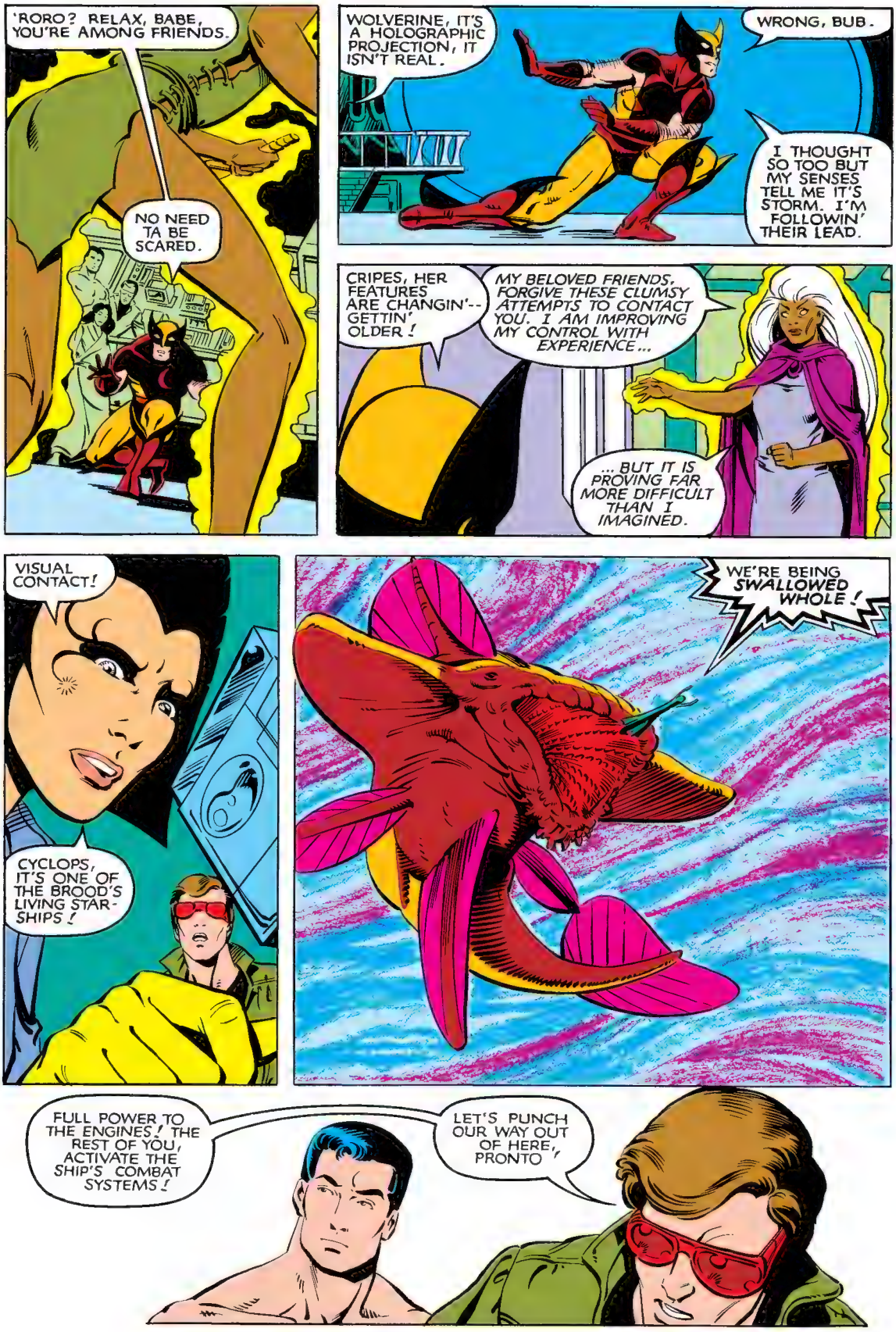
IT IS EITHER LAUGH OR CRY, LITTLE ONE, AND I REFUSE TO DO THOSE MONSTERS-- THE BROOD-- THE HONOR OF TEARS.
PETER, DON'T YOU UNDERSTAND-- ARE YOU TOO STUPID OR JUST TOO SCARED TO ACCEPT THE TRUTH?
WE'RE GOING TO DIE!
DA.
YES, KITTY, WE ARE.
WHAT YOU DO NOT COMPREHEND IS THAT WE ARE DYING FROM THE MOMENT OF BIRTH, INDEED FROM THE INSTANT OF CONCEPTION. CREATION BEARS WITHIN ITSELF THE SEEDS OF ITS OWN DESTRUCTION.
OUR LIVES ARE FINITE THINGS. WE LIVE OUR ALLOTED SPAN AND ARE NO MORE. REGARDLESS OF WHAT WE MAY DO, HOW HARD WE TRY, THE BEST WE CAN HOPE FOR IS A BRIEF DELAY OF THE INEVITABLE.
IT IS SAD, EVEN CRUEL. BUT IT IS ALSO OUR MOST FUNDAMENTAL REALITY, TO BE FACED AND ACCEPTED.
DYING AFTER A LONG, FULL LIFE, OKAY, I GUESS. DYING IN BATTLE, OKAY. I CAN HANDLE THEM.
BUT TO END LIKE THIS... TO HAVE THIS ALIEN... THING INSIDE ME, GROWING LIKE A CANCER...
... KNOWING THAT I COULD TURN INTO A SLEAZOID AT ANY MOMENT--
-- PETER, IT'S MORE THAN I CAN BEAR!

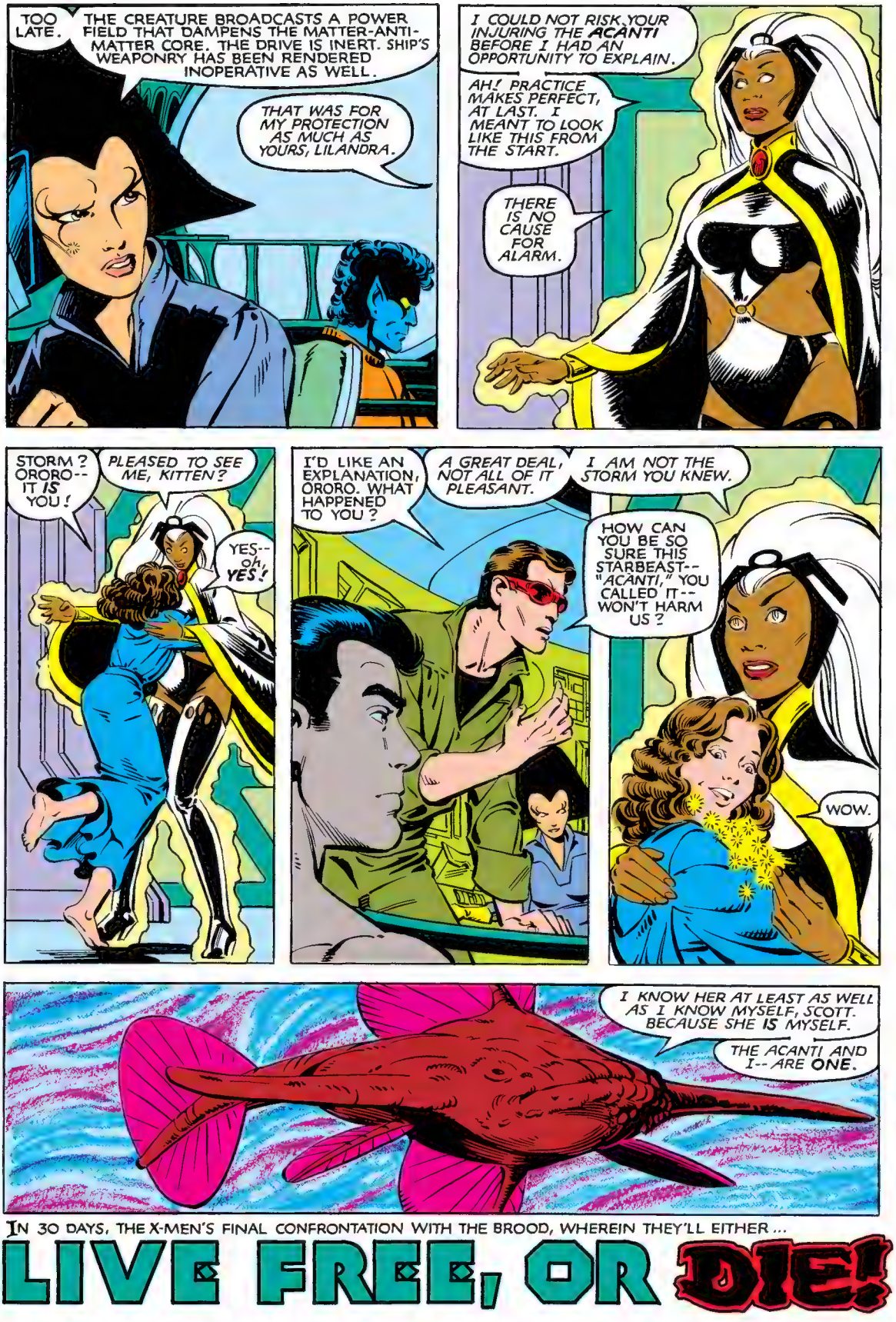

I KEEP WONDERING, SUPPOSE WE DON'T REALLY DIE WHEN THE METAMORPHOSIS OCCURS, SUPPOSE SOME PART OF OUR AWARENESS SURVIVES IN THE SLEAZOID INCARNATION?
TO BECOME SO HORRIBLE A CREATURE IS AWFUL ENOUGH, BUT TO REMEMBER AT THE SAME TIME WHAT I WAS...
AGAIN, THERE ARE TEARS.
AGAIN, PETER COMFORTS HER UNTIL THE EMOTIONAL STORM PASSES.
THANKS, PETER. I REALLY NEEDED THIS.
ANY TIME.
GEE, I WISH I WAS OLDER.
SO DO I.
YOU'RE FOOLING, RIGHT? HUMORING THE KID, TO PERK UP HER SPIRITS?
I KNEW PRECISELY WHAT YOU MEANT, KATYA.
I HAVE NEVER BEEN MORE SERIOUS.
HOWEVER, LITTLE ONE, YOU ARE NOT OLDER.
IT... IT DOESN'T MATTER.
YES, IT DOES.
WHY?! WHEN YOU'RE DOOMED, WHAT'S THE POINT OF PLAYING BY SOCIETY'S STUPID RULES?!
THIS IS NOT THE PROPER TIME OR PLACE.
WE MAY NEVER GET ANOTHER CHANCE!
YOU NEVER KNOW. THE UNIVERSE IS FULL OF SURPRISES.
MOST OF 'EM NASTY--
--PETER!
LOOK!!
BY THE WHITE WOLF!

ORORO?!!
KITTEN...
...LITTLE BROTHER...
...HOW GOOD IT IS TO SEE YOU.
YOUR TEETH, YOUR EYES--THE MARKS OF A VAMPIRE!
THAT'S NOT RIGHT.
ARE YOU REAL? OR... A GHOST?
SHE'S GONE!
Phaugggh!
A BREWMEISTER, YOU AIN'T, BUB.
IT'S AN ALIEN FOOD SYNTHESIZER, WHAT DID YOU EXPECT?
THE MACHINE--AND THE BEER--SHOULD IMPROVE WITH PRACTICE.
I HOPE SO.
LOGAN... KURT...
HIYA, 'RORO.
'CAUSE THIS STUFF DOESN'T EVEN RATE AS ROTGUT.
Huh ?!?
STORM!!
NIGHTCRAWLER--?!
I SAW, I HEARD--BUT I DID NOT BELIEVE!
NOTHIN'. ROOM'S EMPTY.
WAS SHE EVER HERE? COULD BE YOUR CONCOCTION'S MORE POTENT THAN WE FIGURED.
COULD BE WE'RE CRACKIN' UP.
BUT I FEEL FINE.
SOBER. SANE.
THERE, MY FRIEND! SHE'S BACK!

NOT QUITE. THE ONE I SAW WAS TALLER.
A CHILD?
EVERYTHING IS SO BIG! NO--IT IS I WHO AM SMALL.
Sigh.
THIS ISN'T RIGHT, EITHER.
WHAT IS WRONG, LIEBCHEN? CAN WE HELP?
ACH!
SHE'S DISAPPEARING.
AN ILLUSION-- A 3-D IMAGE-- YET, WHEN YOU PASSED THROUGH HER, SHE LOOKED AS SURPRISED AS YOU DID.
WE MUST ALERT THE OTHERS!
I HAVE A CONTACT-- VERY LARGE, VERY CLOSE-- BUT THE NEBULA SCRAMBLES OUR SENSORS, PREVENTING ANY ACCURATE SCANS.
BAMF
CYCLOPS, WOLVERINE AND I HAVE HAD THE MOST AMAZING EXPERIENCE.
WAS IT STORM? WE SAW HER, TOO!
CAN WE GET OUT OF HERE, LILANDRA?


WHICH WAY DO WE GO? WITHOUT A DEFINITE FIX ON THE CONTACT, WE COULD RAM INTO IT.
WE NEED MORE DATA BEFORE WE CAN ACT.
THERE'S ANOTHER ONE!

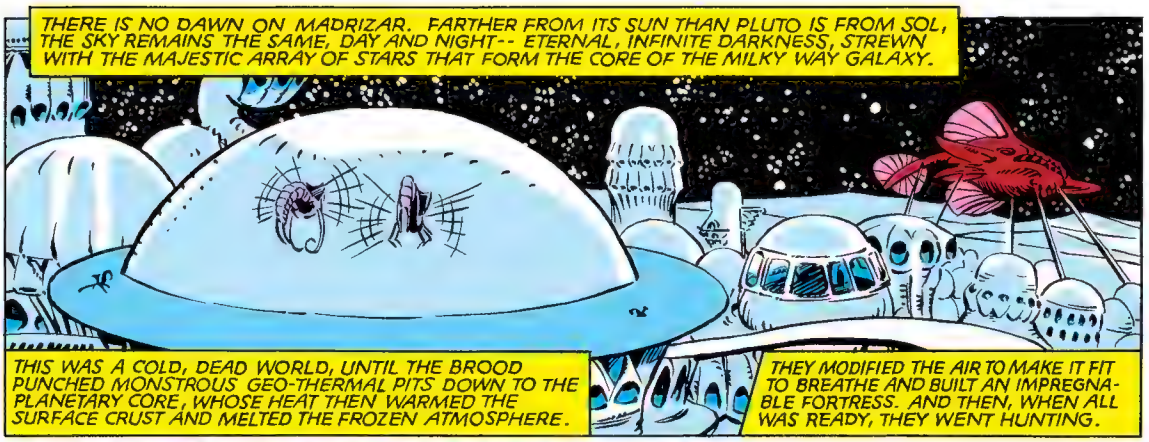

'RORO? RELAX, BABE, YOU'RE AMONG FRIENDS.
NO NEED TA BE SCARED.
WOLVERINE, IT'S A HOLOGRAPHIC PROJECTION, IT ISN'T REAL.
WRONG, BUB.
I THOUGHT SO TOO BUT MY SENSES TELL ME IT'S STORM. I'M FOLLOWIN' THEIR LEAD.
CRIPES, HER FEATURES ARE CHANGIN'-- GETTIN' OLDER!
MY BELOVED FRIENDS, FORGIVE THESE CLUMSY ATTEMPTS TO CONTACT YOU. I AM IMPROVING MY CONTROL WITH EXPERIENCE...
... BUT IT IS PROVING FAR MORE DIFFICULT THAN I IMAGINED.
VISUAL CONTACT!
CYCLOPS, IT'S ONE OF THE BROOD'S LIVING STAR-SHIPS!
WE'RE BEING SWALLOWED WHOLE!
FULL POWER TO THE ENGINES! THE REST OF YOU, ACTIVATE THE SHIP'S COMBAT SYSTEMS!
LET'S PUNCH OUR WAY OUT OF HERE, PRONTO

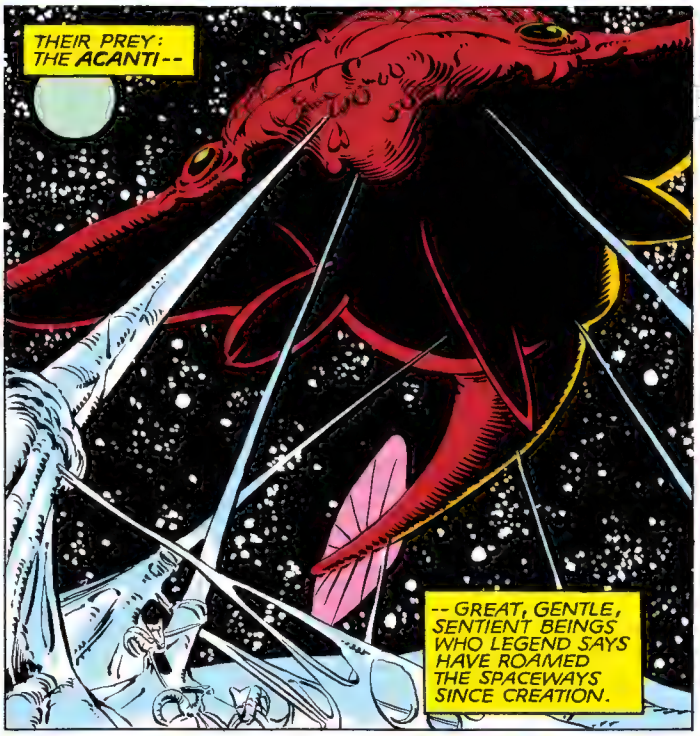

TOO LATE.
THE CREATURE BROADCASTS A POWER FIELD THAT DAMPENS THE MATTER-ANTI-MATTER CORE. THE DRIVE IS INERT. SHIP'S WEAPONRY HAS BEEN RENDERED INOPERATIVE AS WELL.
THAT WAS FOR MY PROTECTION AS MUCH AS YOURS, LILANDRA.
I COULD NOT RISK YOUR INJURING THE ACANTI BEFORE I HAD AN OPPORTUNITY TO EXPLAIN.
AH! PRACTICE MAKES PERFECT, AT LAST. I MEANT TO LOOK LIKE THIS FROM THE START.
THERE IS NO CAUSE FOR ALARM.
STORM? ORORO--IT IS YOU!
PLEASED TO SEE ME, KITTEN?
YES--oh, YES!
I'D LIKE AN EXPLANATION, ORORO. WHAT HAPPENED TO YOU?
A GREAT DEAL, NOT ALL OF IT PLEASANT.
I AM NOT THE STORM YOU KNEW.
HOW CAN YOU BE SO SURE THIS STARBEAST--"ACANTI," YOU CALLED IT--WON'T HARM US?
WOW.
I KNOW HER AT LEAST AS WELL AS I KNOW MYSELF, SCOTT. BECAUSE SHE IS MYSELF.
THE ACANTI AND I--ARE ONE.

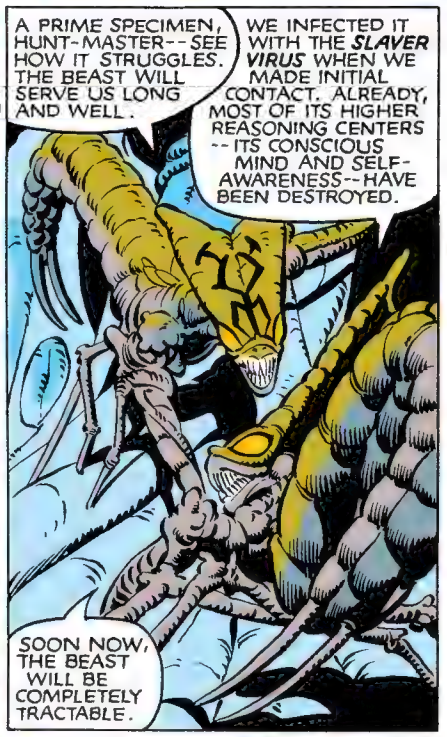
IN 30 DAYS, THE X-MEN'S FINAL CONFRONTATION WITH THE BROOD, WHEREIN THEY'LL EITHER ...

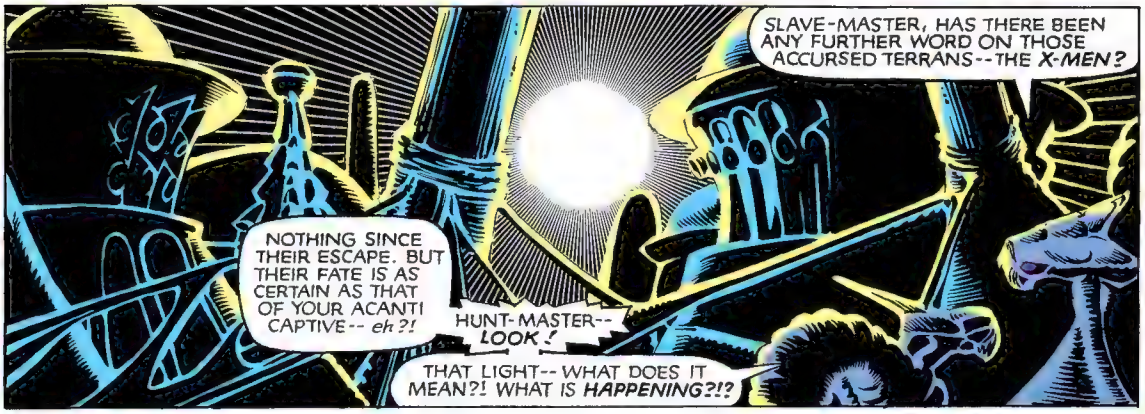
LIVE FREE, OR DIE!

MARVEL® COMICS GROUP
DOUBLE-SIZED ISSUE!
APPROVED BY THE COMICS CODE AUTHORITY
X-MEN™
$1.00
166
FEB
02461
© 1982 MARVEL COMICS GROUP
™


THERE IS NO DAWN ON MADRIZAR. FARTHER FROM ITS SUN THAN PLUTO IS FROM SOL, THE SKY REMAINS THE SAME, DAY AND NIGHT-- ETERNAL, INFINITE DARKNESS, STREWN WITH THE MAJESTIC ARRAY OF STARS THAT FORM THE CORE OF THE MILKY WAY GALAXY.
THIS WAS A COLD, DEAD WORLD, UNTIL THE BROOD PUNCHED MONSTROUS GEO-THERMAL PITS DOWN TO THE PLANETARY CORE, WHOSE HEAT THEN WARMED THE SURFACE CRUST AND MELTED THE FROZEN ATMOSPHERE.
THEY MODIFIED THE AIR TO MAKE IT FIT TO BREATHE AND BUILT AN IMPREGNABLE FORTRESS. AND THEN, WHEN ALL WAS READY, THEY WENT HUNTING.


THEIR PREY: THE ACANTI--
--GREAT, GENTLE, SENTIENT BEINGS WHO LEGEND SAYS HAVE ROAMED THE SPACEWAYS SINCE CREATION.


A PRIME SPECIMEN, HUNT-MASTER--SEE HOW IT STRUGGLES. THE BEAST WILL SERVE US LONG AND WELL.
WE INFECTED IT WITH THE SLAVER VIRUS WHEN WE MADE INITIAL CONTACT. ALREADY, MOST OF ITS HIGHER REASONING CENTERS --ITS CONSCIOUS MIND AND SELF-AWARENESS--HAVE BEEN DESTROYED.
SOON NOW, THE BEAST WILL BE COMPLETELY TRACTABLE.


SLAVE-MASTER, HAS THERE BEEN ANY FURTHER WORD ON THOSE ACCURSED TERRANS--THE X-MEN?
NOTHING SINCE THEIR ESCAPE. BUT THEIR FATE IS AS CERTAIN AS THAT OF YOUR ACANTI CAPTIVE-- eh?!
HUNT-MASTER-- LOOK!
THAT LIGHT-- WHAT DOES IT MEAN?! WHAT IS HAPPENING?!?

THE ANSWER IS AS SPECTACULAR AS IT IS FINAL.

HER NAME IS **BINARY.** AND IN A VERY REAL SENSE, SHE IS ONE WITH THE UNIVERSE-- LINKED BODY AND SOUL TO A WHITE HOLE, WITH ACCESS TO ITS VIRTUALLY LIMITLESS POWER. LIKE A STAR, SHE CAN GENERATE HEAT, LIGHT, GRAVITY-- ENERGY IN ALL ITS MYRIAD FORMS.

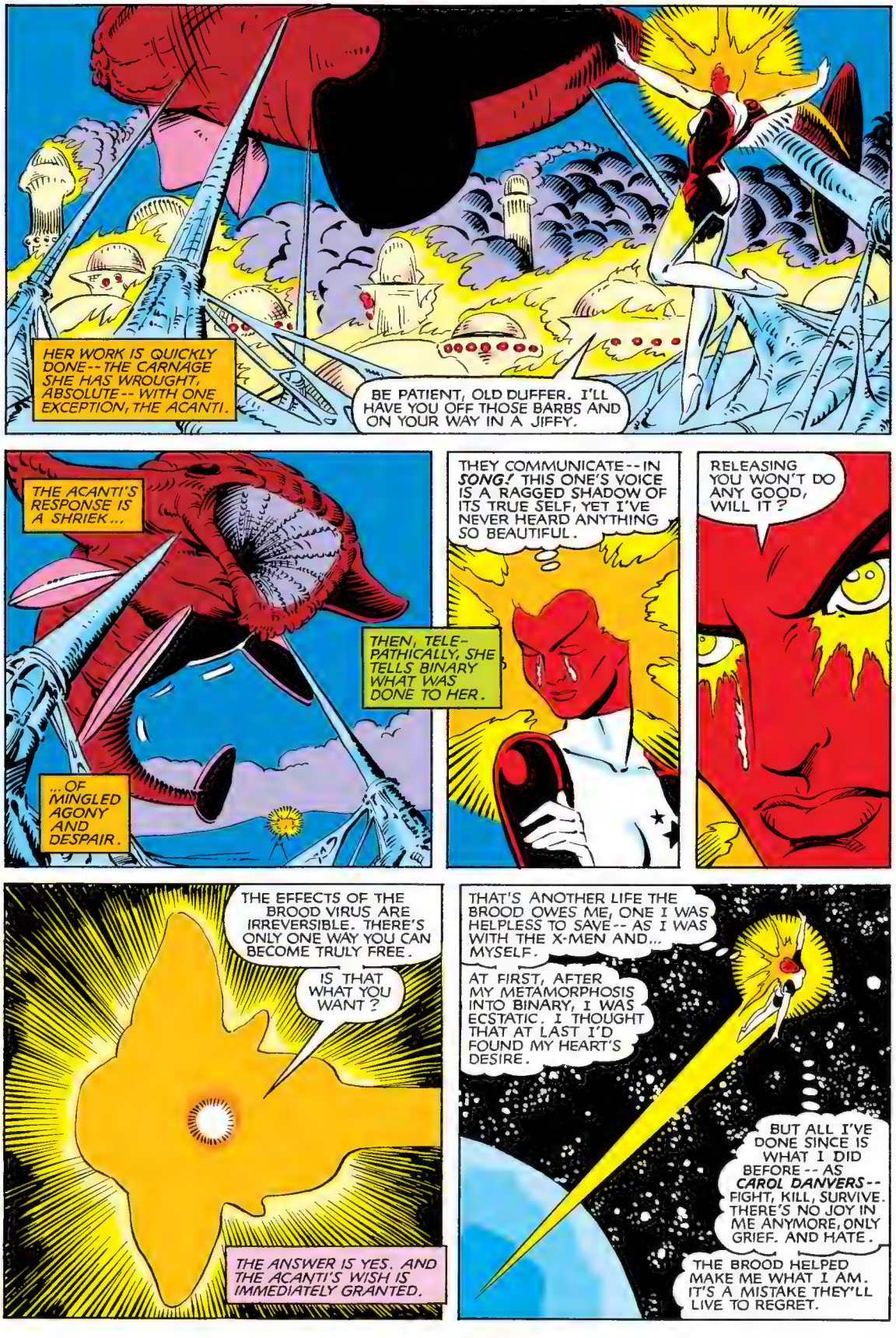
SHE IS A FRIEND OF THOSE SELFSAME X-MEN. SHE IS HERE TO **AVENGE** THEM.

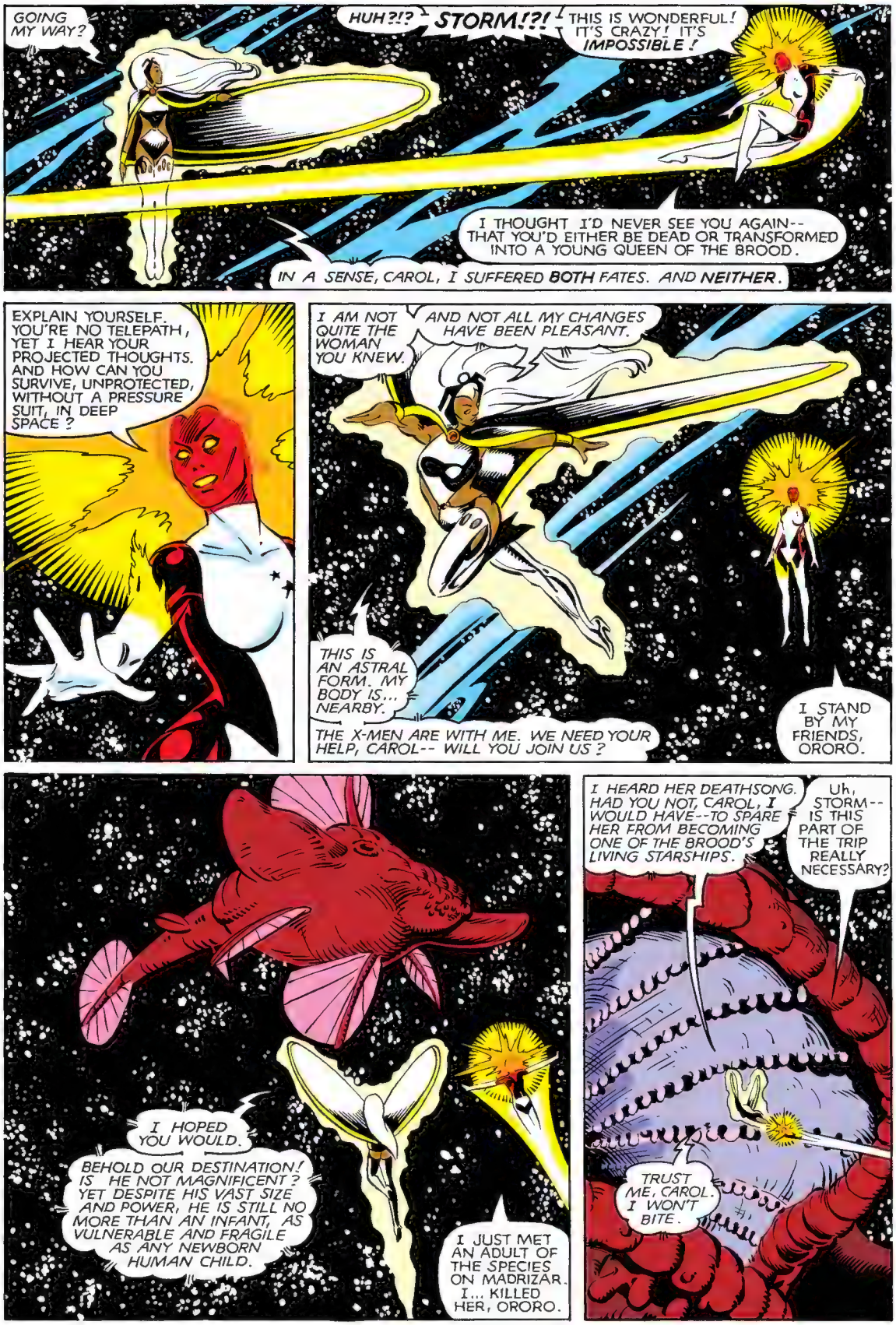
STAN LEE PRESENTS THE UNCANNY **X-MEN** -- WHO THIS DAY WILL EITHER...

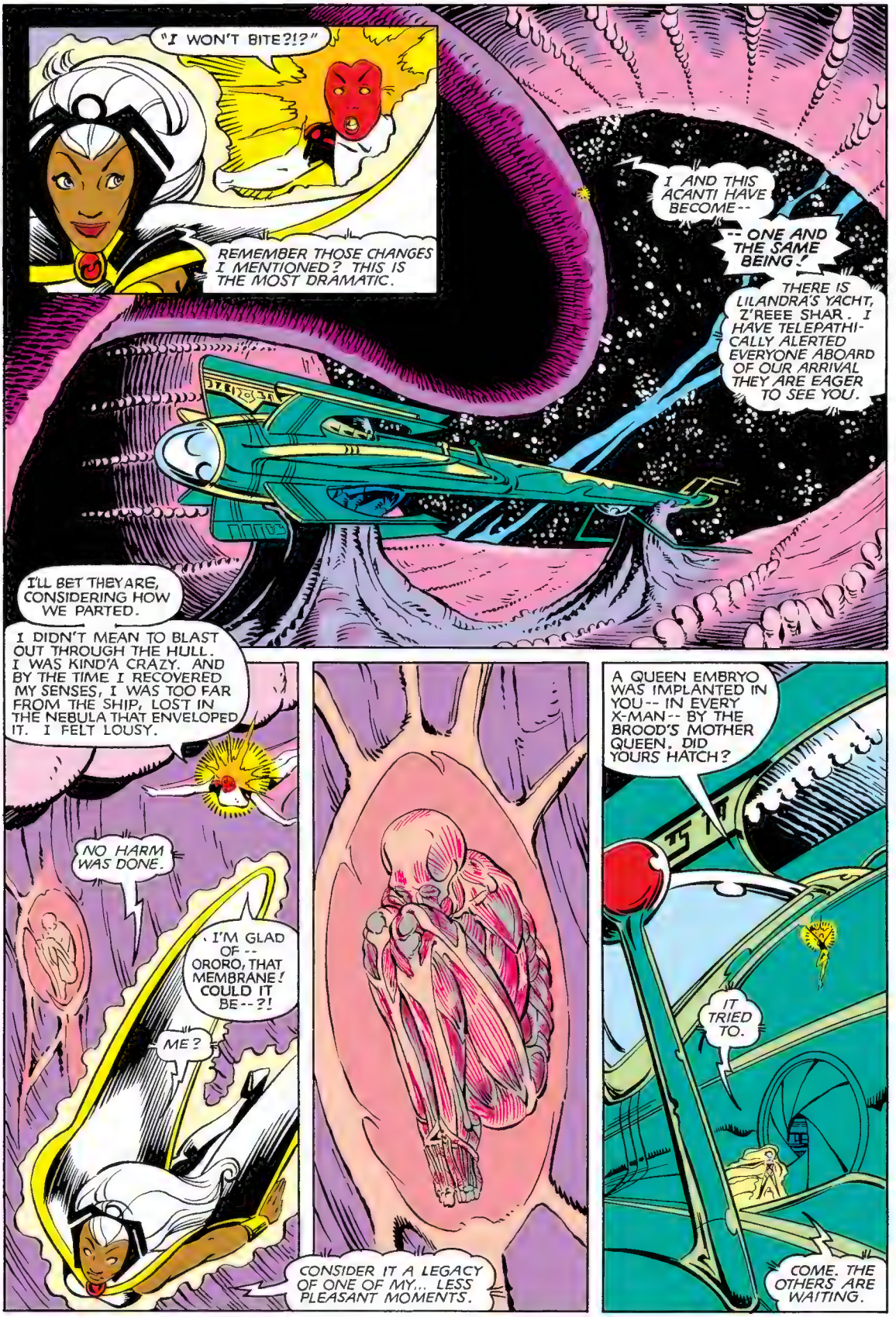
LIVE FREE OR DIE!

CHRIS CLAREMONT	PAUL SMITH	BOB WIACEK	TOM ORZECHOWSKI	GLYNIS WEIN	LOUISE JONES	JIM SHOOTER
SCRIPTER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	EDITOR-IN-CHIEF

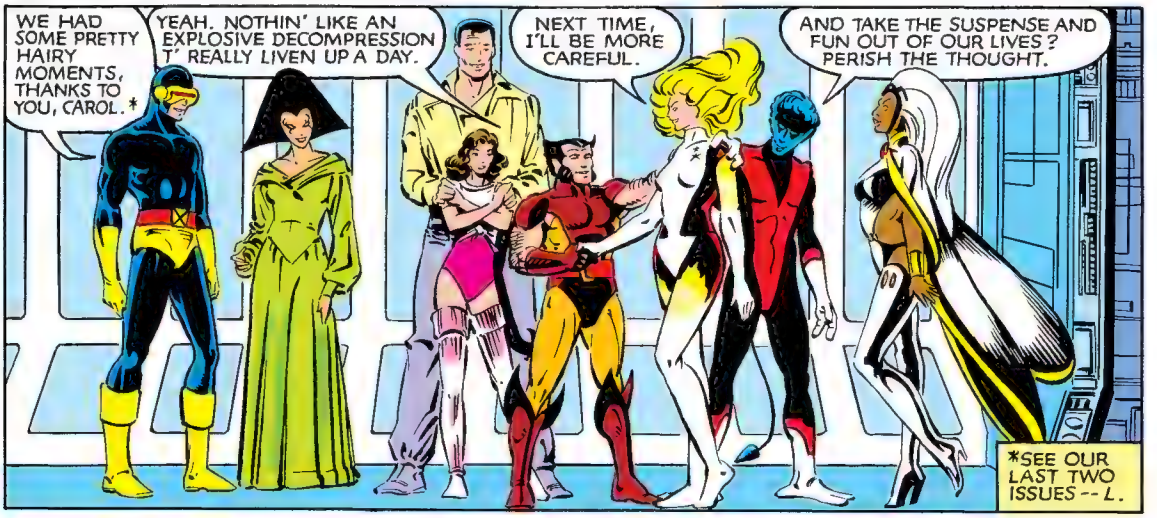
THE BROOD RESISTS...
... FOR ALL THE GOOD IT DOES THEM.

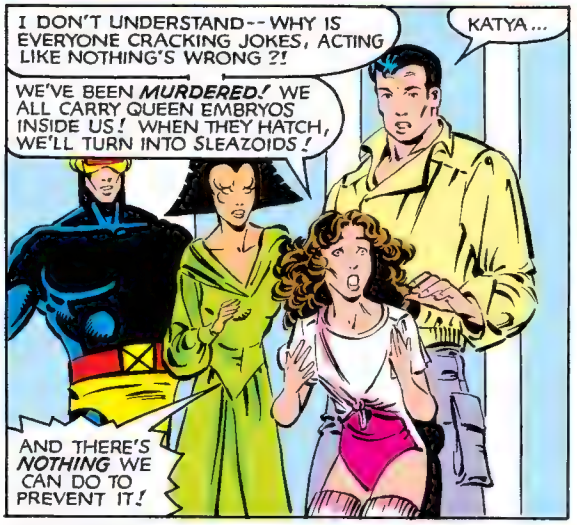

HER WORK IS QUICKLY DONE--THE CARNAGE SHE HAS WROUGHT, ABSOLUTE-- WITH ONE EXCEPTION, THE ACANTI.
BE PATIENT, OLD DUFFER. I'LL HAVE YOU OFF THOSE BARBS AND ON YOUR WAY IN A JIFFY.
THE ACANTI'S RESPONSE IS A SHRIEK...
...OF MINGLED AGONY AND DESPAIR.
THEN, TELE-PATHICALLY, SHE TELLS BINARY WHAT WAS DONE TO HER.
THEY COMMUNICATE--IN *SONG!* THIS ONE'S VOICE IS A RAGGED SHADOW OF ITS TRUE SELF, YET I'VE NEVER HEARD ANYTHING SO BEAUTIFUL.
RELEASING YOU WON'T DO ANY GOOD, WILL IT?
THE EFFECTS OF THE BROOD VIRUS ARE IRREVERSIBLE. THERE'S ONLY ONE WAY YOU CAN BECOME TRULY FREE.
IS THAT WHAT YOU WANT?
THE ANSWER IS YES. AND THE ACANTI'S WISH IS IMMEDIATELY GRANTED.
THAT'S ANOTHER LIFE THE BROOD OWES ME, ONE I WAS HELPLESS TO SAVE-- AS I WAS WITH THE X-MEN AND... MYSELF.
AT FIRST, AFTER MY METAMORPHOSIS INTO BINARY, I WAS ECSTATIC. I THOUGHT THAT AT LAST I'D FOUND MY HEART'S DESIRE.
BUT ALL I'VE DONE SINCE IS WHAT I DID BEFORE-- AS *CAROL DANVERS*-- FIGHT, KILL, SURVIVE. THERE'S NO JOY IN ME ANYMORE, ONLY GRIEF. AND HATE.
THE BROOD HELPED MAKE ME WHAT I AM. IT'S A MISTAKE THEY'LL LIVE TO REGRET.

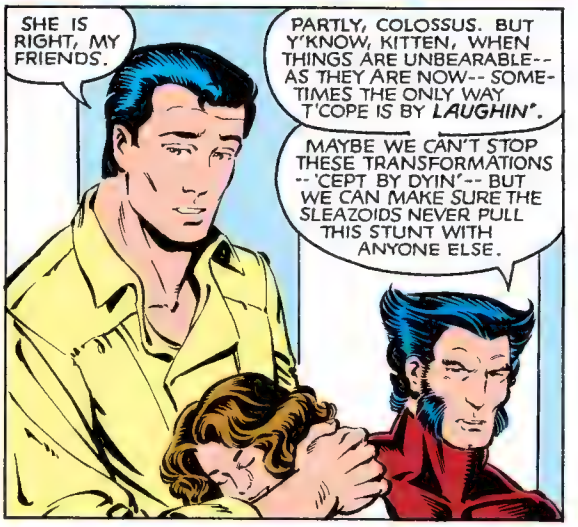

GOING MY WAY?
HUH?!?
STORM!?!
THIS IS WONDERFUL! IT'S CRAZY! IT'S IMPOSSIBLE!
I THOUGHT I'D NEVER SEE YOU AGAIN-- THAT YOU'D EITHER BE DEAD OR TRANSFORMED INTO A YOUNG QUEEN OF THE BROOD.
IN A SENSE, CAROL, I SUFFERED BOTH FATES. AND NEITHER.
EXPLAIN YOURSELF. YOU'RE NO TELEPATH, YET I HEAR YOUR PROJECTED THOUGHTS. AND HOW CAN YOU SURVIVE, UNPROTECTED, WITHOUT A PRESSURE SUIT, IN DEEP SPACE?
I AM NOT QUITE THE WOMAN YOU KNEW.
AND NOT ALL MY CHANGES HAVE BEEN PLEASANT.
THIS IS AN ASTRAL FORM. MY BODY IS... NEARBY.
THE X-MEN ARE WITH ME. WE NEED YOUR HELP, CAROL-- WILL YOU JOIN US?
I STAND BY MY FRIENDS, ORORO.
I HOPED YOU WOULD.
BEHOLD OUR DESTINATION! IS HE NOT MAGNIFICENT? YET DESPITE HIS VAST SIZE AND POWER, HE IS STILL NO MORE THAN AN INFANT, AS VULNERABLE AND FRAGILE AS ANY NEWBORN HUMAN CHILD.
I JUST MET AN ADULT OF THE SPECIES ON MADRIZAR. I... KILLED HER, ORORO.
I HEARD HER DEATHSONG. HAD YOU NOT, CAROL, I WOULD HAVE--TO SPARE HER FROM BECOMING ONE OF THE BROOD'S LIVING STARSHIPS.
Uh, STORM-- IS THIS PART OF THE TRIP REALLY NECESSARY?
TRUST ME, CAROL. I WON'T BITE.


"I WON'T BITE?!?"
REMEMBER THOSE CHANGES I MENTIONED? THIS IS THE MOST DRAMATIC.
I AND THIS ACANTI HAVE BECOME--
-- ONE AND THE SAME BEING!
THERE IS LILANDRA'S YACHT, Z'REEE SHAR. I HAVE TELEPATHICALLY ALERTED EVERYONE ABOARD OF OUR ARRIVAL THEY ARE EAGER TO SEE YOU.
I'LL BET THEY ARE, CONSIDERING HOW WE PARTED.
I DIDN'T MEAN TO BLAST OUT THROUGH THE HULL. I WAS KIND'A CRAZY. AND BY THE TIME I RECOVERED MY SENSES, I WAS TOO FAR FROM THE SHIP, LOST IN THE NEBULA THAT ENVELOPED IT. I FELT LOUSY.
NO HARM WAS DONE.
I'M GLAD OF -- ORORO, THAT MEMBRANE! COULD IT BE--?!
ME?
CONSIDER IT A LEGACY OF ONE OF MY... LESS PLEASANT MOMENTS.
A QUEEN EMBRYO WAS IMPLANTED IN YOU -- IN EVERY X-MAN -- BY THE BROOD'S MOTHER QUEEN. DID YOURS HATCH?
IT TRIED TO.
COME. THE OTHERS ARE WAITING.

SIX LOST SOULS: ONE ALIEN, **LILANDRA**, EXPATRIATE RULER OF THE GALAXY-SPANNING SHI'AR EMPIRE, AND FIVE HUMAN-- **CYCLOPS, COLOSSUS, KITTY PRYDE, WOLVERINE** AND **NIGHTCRAWLER**-- MUTANTS, GIFTED WITH ABILITIES THAT SET THEM APART FROM THE REST OF THEIR SPECIES, FORGED INTO A TEAM OF UNSUNG, OCCASIONALLY OUTLAW, HEROES KNOWN AS THE **X-MEN**.

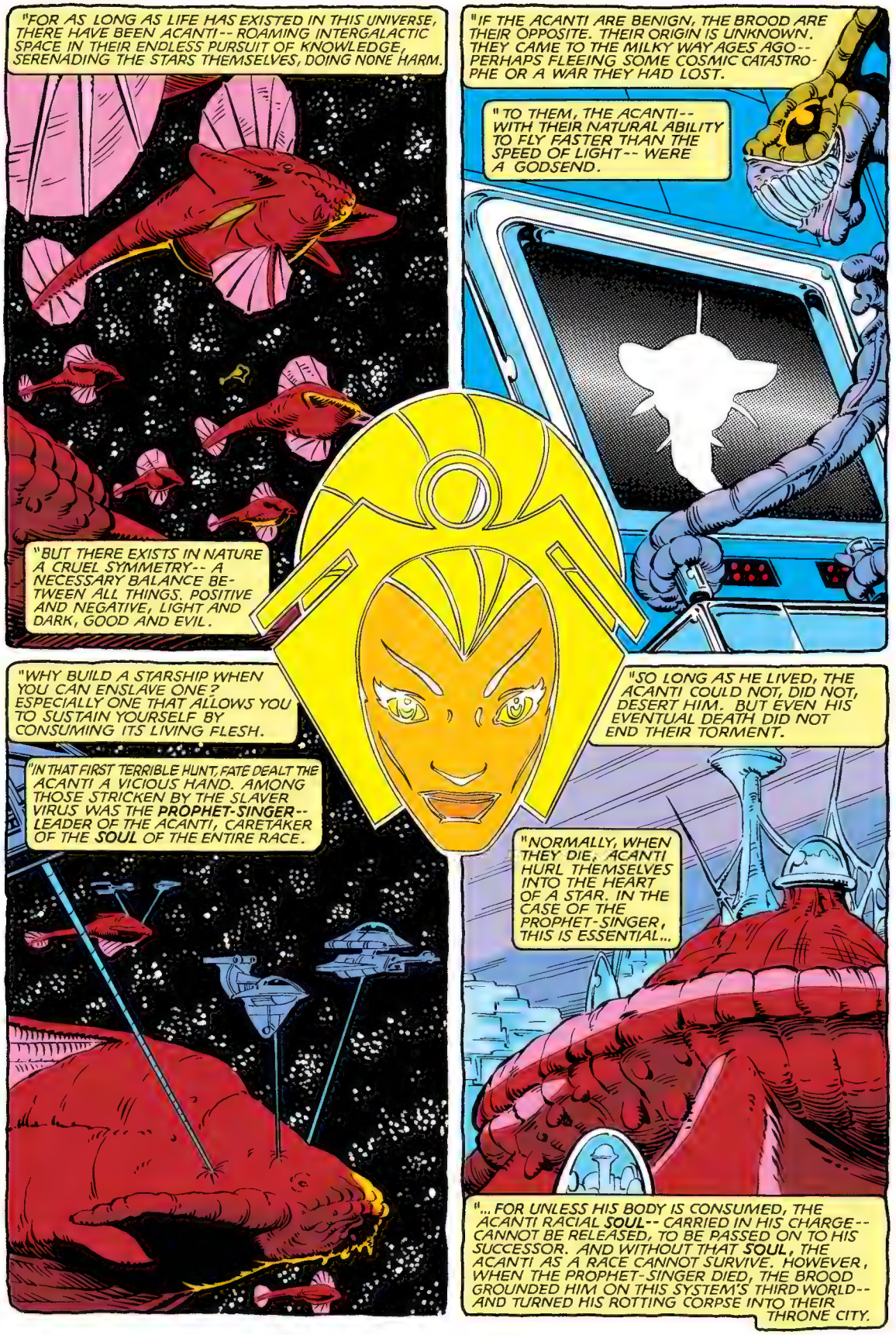

WE HAD SOME PRETTY HAIRY MOMENTS, THANKS TO YOU, CAROL.*
YEAH. NOTHIN' LIKE AN EXPLOSIVE DECOMPRESSION T' REALLY LIVEN UP A DAY.
NEXT TIME, I'LL BE MORE CAREFUL.
AND TAKE THE SUSPENSE AND FUN OUT OF OUR LIVES? PERISH THE THOUGHT.
*SEE OUR LAST TWO ISSUES -- L.

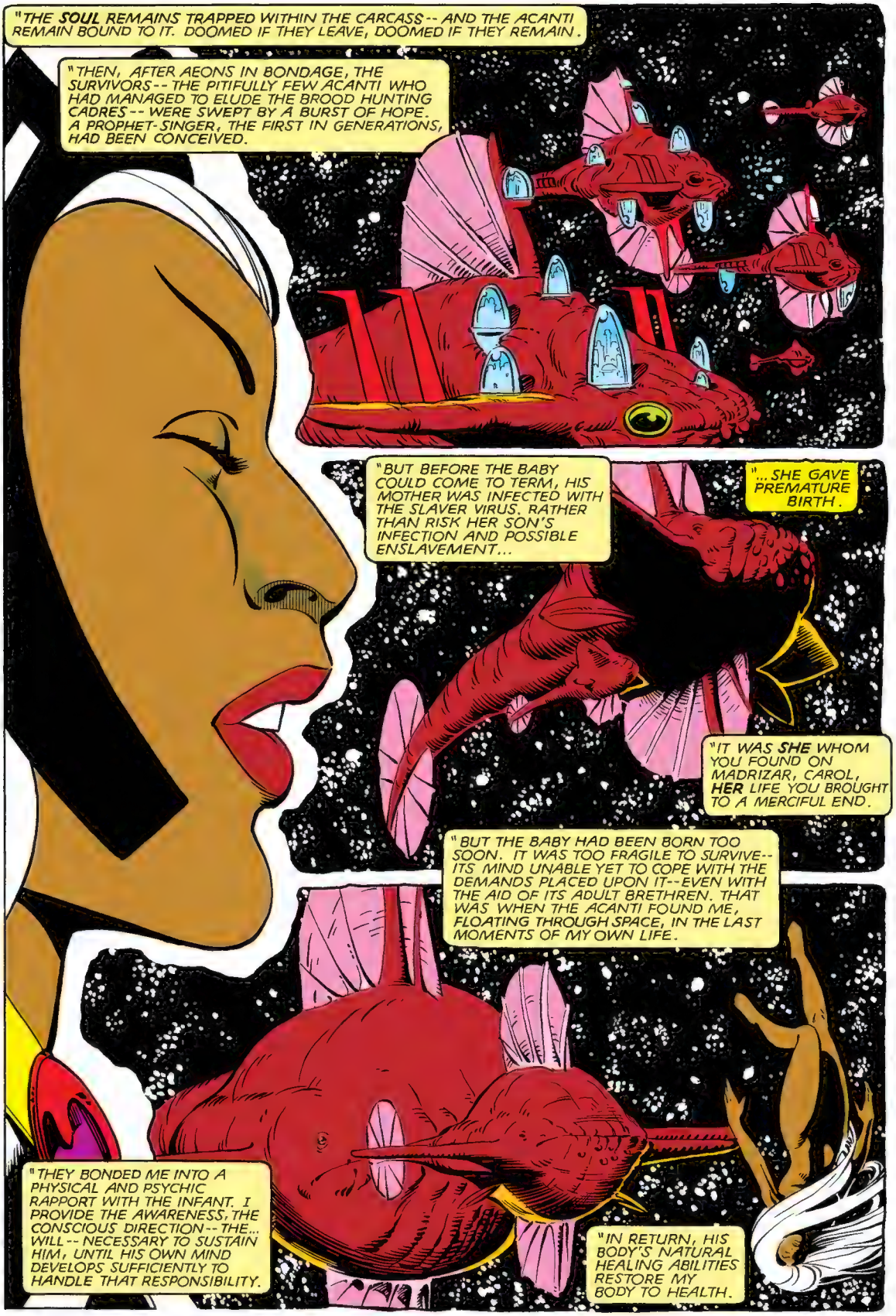

I DON'T UNDERSTAND-- WHY IS EVERYONE CRACKING JOKES, ACTING LIKE NOTHING'S WRONG?!
KATYA...
WE'VE BEEN MURDERED! WE ALL CARRY QUEEN EMBRYOS INSIDE US! WHEN THEY HATCH, WE'LL TURN INTO SLEAZOIDS!
AND THERE'S NOTHING WE CAN DO TO PREVENT IT!


SHE IS RIGHT, MY FRIENDS.
PARTLY, COLOSSUS. BUT Y'KNOW, KITTEN, WHEN THINGS ARE UNBEARABLE-- AS THEY ARE NOW-- SOMETIMES THE ONLY WAY T'COPE IS BY LAUGHIN'.
MAYBE WE CAN'T STOP THESE TRANSFORMATIONS -- 'CEPT BY DYIN'-- BUT WE CAN MAKE SURE THE SLEAZOIDS NEVER PULL THIS STUNT WITH ANYONE ELSE.

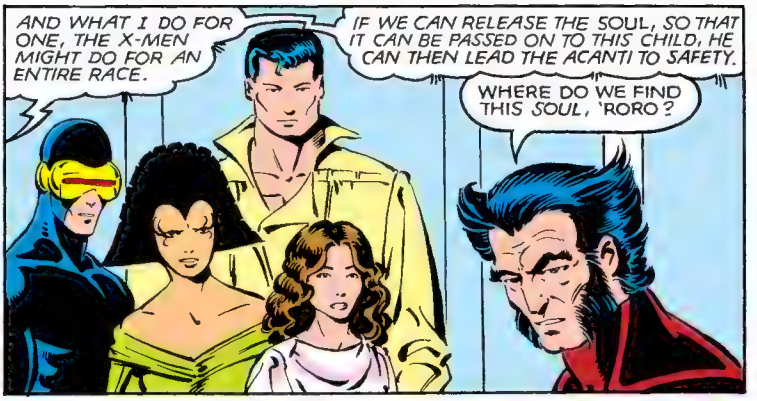
YOU MENTIONED THIS BEFORE, WOLVERINE-- A SUICIDE ATTACK ON THE BROOD HOMEWORLD?
WHY NOT, CYCLOPS? SINCE WE ARE ALREADY DOOMED, WE HAVE NOTHING TO LOSE. IF WE KILL THEIR MOTHER QUEEN...

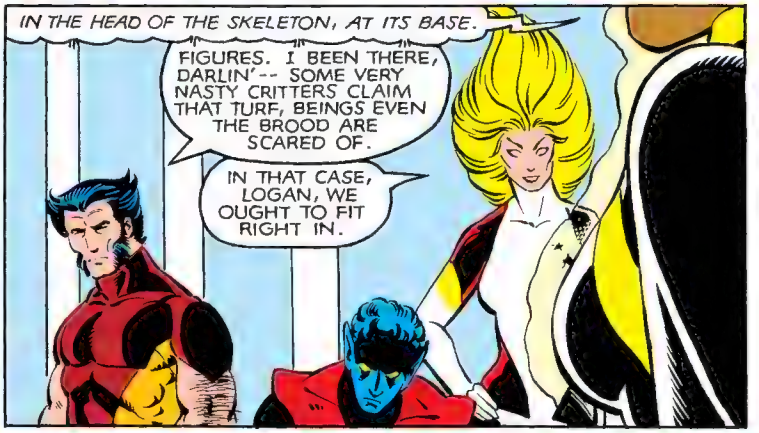
ARE YOU SUGGESTING WE BOW TO THE INEVITABLE AND ACCEPT OUR FATE? EASY FOR YOU TO SAY, STORM--YOU DESTROYED YOUR EMBRYO.
I OFFER A CHANCE TO RETURN TRUE TO OUR HERITAGE AND IDEALS--TO SAVE LIVES RATHER THAN WANTONLY DESTROY THEM.


"FOR AS LONG AS LIFE HAS EXISTED IN THIS UNIVERSE, THERE HAVE BEEN ACANTI-- ROAMING INTERGALACTIC SPACE IN THEIR ENDLESS PURSUIT OF KNOWLEDGE, SERENADING THE STARS THEMSELVES, DOING NONE HARM.
"BUT THERE EXISTS IN NATURE A CRUEL SYMMETRY-- A NECESSARY BALANCE BETWEEN ALL THINGS. POSITIVE AND NEGATIVE, LIGHT AND DARK, GOOD AND EVIL.
"IF THE ACANTI ARE BENIGN, THE BROOD ARE THEIR OPPOSITE. THEIR ORIGIN IS UNKNOWN. THEY CAME TO THE MILKY WAY AGES AGO-- PERHAPS FLEEING SOME COSMIC CATASTROPHE OR A WAR THEY HAD LOST.
"TO THEM, THE ACANTI-- WITH THEIR NATURAL ABILITY TO FLY FASTER THAN THE SPEED OF LIGHT-- WERE A GODSEND.
"WHY BUILD A STARSHIP WHEN YOU CAN ENSLAVE ONE? ESPECIALLY ONE THAT ALLOWS YOU TO SUSTAIN YOURSELF BY CONSUMING ITS LIVING FLESH.
"IN THAT FIRST TERRIBLE HUNT, FATE DEALT THE ACANTI A VICIOUS HAND. AMONG THOSE STRICKEN BY THE SLAVER VIRUS WAS THE **PROPHET-SINGER**-- LEADER OF THE ACANTI, CARETAKER OF THE **SOUL** OF THE ENTIRE RACE.
"SO LONG AS HE LIVED, THE ACANTI COULD NOT, DID NOT, DESERT HIM. BUT EVEN HIS EVENTUAL DEATH DID NOT END THEIR TORMENT.
"NORMALLY, WHEN THEY DIE, ACANTI HURL THEMSELVES INTO THE HEART OF A STAR. IN THE CASE OF THE PROPHET-SINGER, THIS IS ESSENTIAL...
"... FOR UNLESS HIS BODY IS CONSUMED, THE ACANTI RACIAL **SOUL**-- CARRIED IN HIS CHARGE-- CANNOT BE RELEASED, TO BE PASSED ON TO HIS SUCCESSOR. AND WITHOUT THAT **SOUL**, THE ACANTI AS A RACE CANNOT SURVIVE. HOWEVER, WHEN THE PROPHET-SINGER DIED, THE BROOD GROUNDED HIM ON THIS SYSTEM'S THIRD WORLD-- AND TURNED HIS ROTTING CORPSE INTO THEIR THRONE CITY.


"THE SOUL REMAINS TRAPPED WITHIN THE CARCASS -- AND THE ACANTI REMAIN BOUND TO IT. DOOMED IF THEY LEAVE, DOOMED IF THEY REMAIN.
"THEN, AFTER AEONS IN BONDAGE, THE SURVIVORS -- THE PITIFULLY FEW ACANTI WHO HAD MANAGED TO ELUDE THE BROOD HUNTING CADRES -- WERE SWEPT BY A BURST OF HOPE. A PROPHET-SINGER, THE FIRST IN GENERATIONS, HAD BEEN CONCEIVED.
"BUT BEFORE THE BABY COULD COME TO TERM, HIS MOTHER WAS INFECTED WITH THE SLAVER VIRUS. RATHER THAN RISK HER SON'S INFECTION AND POSSIBLE ENSLAVEMENT...
"... SHE GAVE PREMATURE BIRTH.
"IT WAS SHE WHOM YOU FOUND ON MADRIZAR, CAROL, HER LIFE YOU BROUGHT TO A MERCIFUL END.
"BUT THE BABY HAD BEEN BORN TOO SOON. IT WAS TOO FRAGILE TO SURVIVE -- ITS MIND UNABLE YET TO COPE WITH THE DEMANDS PLACED UPON IT -- EVEN WITH THE AID OF ITS ADULT BRETHREN. THAT WAS WHEN THE ACANTI FOUND ME, FLOATING THROUGH SPACE, IN THE LAST MOMENTS OF MY OWN LIFE.
"THEY BONDED ME INTO A PHYSICAL AND PSYCHIC RAPPORT WITH THE INFANT. I PROVIDE THE AWARENESS, THE CONSCIOUS DIRECTION -- THE... WILL -- NECESSARY TO SUSTAIN HIM, UNTIL HIS OWN MIND DEVELOPS SUFFICIENTLY TO HANDLE THAT RESPONSIBILITY.
"IN RETURN, HIS BODY'S NATURAL HEALING ABILITIES RESTORE MY BODY TO HEALTH.

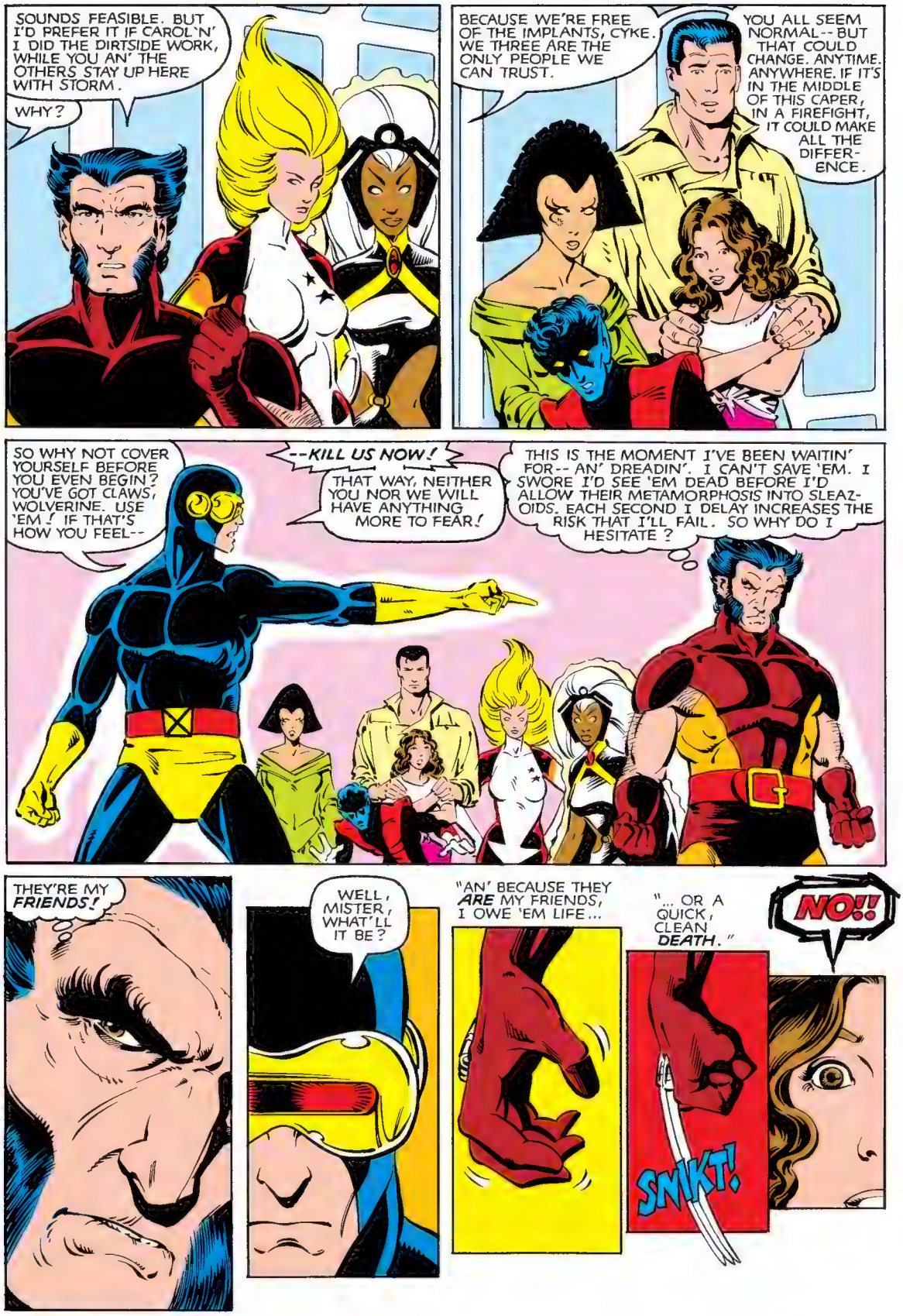
THUS IS A CRITICAL PERSONAL BALANCE RESTORED. AS "GODDESS" AND WOMAN, I AM CONSECRATED TO LIFE, SWORN TO PRESERVE IT. YET I DESTROYED THE QUEEN EMBRYO IMPLANTED WITHIN ME.
NOW, HOWEVER, I HAVE AN OPPORTUNITY TO **SAVE** AN EQUALLY HELPLESS LIFE. TO GIVE INSTEAD OF TAKE.


AND WHAT I DO FOR ONE, THE X-MEN MIGHT DO FOR AN ENTIRE RACE.
IF WE CAN RELEASE THE SOUL, SO THAT IT CAN BE PASSED ON TO THIS CHILD, HE CAN THEN LEAD THE ACANTI TO SAFETY.
WHERE DO WE FIND THIS SOUL, 'RORO?


IN THE HEAD OF THE SKELETON, AT ITS BASE.
FIGURES. I BEEN THERE, DARLIN'-- SOME VERY NASTY CRITTERS CLAIM THAT TURF, BEINGS EVEN THE BROOD ARE SCARED OF.
IN THAT CASE, LOGAN, WE OUGHT TO FIT RIGHT IN.

MY FRIENDS, I AM TIRED OF RUNNING, AND OF BEING A VICTIM. IF I AM TO DIE, I WOULD PREFER TO DO IT FIGHTING **FOR** SOMETHING, RATHER THAN AGAINST.
LET US SAVE THE ACANTI, IF WE CAN.
CAN WE, GUYS? PLEASE?

I THINK WE'RE AGREED ON THIS. BUT HOW TO BEST ACCOMPLISH THAT OBJECTIVE?
SUPPOSE STORM AND BINARY CREATE A DIVERSION, TO DRAW AS MUCH OF THE BROOD'S ATTENTION, AND THE BATTLE FLEET, AS POSSIBLE, AWAY FROM THE PLANET. SIMULTANEOUSLY, THE REST OF US BEAM DOWN TO THE SKELETON TO MAKE A RUN FOR THE *SOUL*.
IF WE KEEP LILANDRA'S YACHT HERE INSIDE THE BABY, THE SHIP'S SHIELDS MASKING IT FROM BROOD SENSORS, THEY'LL HAVE NO IDEA THE X-MEN ARE INVOLVED. WE COULD FINISH THE JOB BEFORE THEY'RE EVEN AWARE OF US.


SOUNDS FEASIBLE. BUT I'D PREFER IT IF CAROL 'N' I DID THE DIRTSIDE WORK, WHILE YOU AN' THE OTHERS STAY UP HERE WITH STORM.
WHY?
BECAUSE WE'RE FREE OF THE IMPLANTS, CYKE. WE THREE ARE THE ONLY PEOPLE WE CAN TRUST.
YOU ALL SEEM NORMAL-- BUT THAT COULD CHANGE. ANYTIME. ANYWHERE. IF IT'S IN THE MIDDLE OF THIS CAPER, IN A FIREFIGHT, IT COULD MAKE ALL THE DIFFER-ENCE.
SO WHY NOT COVER YOURSELF BEFORE YOU EVEN BEGIN? YOU'VE GOT CLAWS, WOLVERINE. USE 'EM! IF THAT'S HOW YOU FEEL--
--KILL US NOW!
THAT WAY, NEITHER YOU NOR WE WILL HAVE ANYTHING MORE TO FEAR!
THIS IS THE MOMENT I'VE BEEN WAITIN' FOR-- AN' DREADIN'. I CAN'T SAVE 'EM. I SWORE I'D SEE 'EM DEAD BEFORE I'D ALLOW THEIR METAMORPHOSIS INTO SLEAZ-OIDS. EACH SECOND I DELAY INCREASES THE RISK THAT I'LL FAIL. SO WHY DO I HESITATE?
THEY'RE MY FRIENDS!
WELL, MISTER, WHAT'LL IT BE?
"AN' BECAUSE THEY ARE MY FRIENDS, I OWE 'EM LIFE...
"... OR A QUICK, CLEAN DEATH."
NO!!
SNIKT!

STOP IT, BOTH OF YOU-- STOP IT!
STAND ASIDE, KITTY. LET THE LITTLE MAN DO WHAT HE DOES BEST. IT IS THE SENSIBLE, REASONABLE THING TO DO, RIGHT, WOLVERINE?
SHUT UP, SCOTT! THAT'S CRAZY!
LOGAN, I KNOW WHAT'S HAPPENING INSIDE ME. I'VE NEVER BEEN SO SCARED. BUT I'M NOT GONNA GIVE UP. MAYBE THIS IS A HOPELESS FIGHT, BUT I WON'T QUIT.
AND PART OF NOT QUITTING MEANS STANDING BESIDE MY FELLOW X-MEN, ALL OF US, TOGETHER TO THE END-- AS A TEAM, LOGAN! A FAMILY!
IF WE MEAN ANYTHING TO EACH OTHER-- IF BEING AN X-MAN MEANS ANYTHING-- THIS IS WHERE AND HOW WE PROVE IT!
I'M NOT ARGUIN', KID--THIS WAS CYKE'S CHALLENGE.
OBJECTION NOTED-- AND OVERRULED, WOLVERINE. WE'LL USE MY PLAN.
MY APOLOGIES, ORORO, FOR USURPING YOUR ROLE AS TEAM LEADER.
YOU WERE MY PREDECESSOR, SCOTT, AND, AT THE MOMENT, I AM IN NO POSITION TO LEAD.
TELL ME, CAN YOU UTILIZE YOUR WEATHER POWERS IN THIS ACANTI FORM?
I BELIEVE SO, BUT THERE IS CONSIDERABLE RISK. MY HUMAN BODY IS STILL IN CRITICAL CONDITION. IT MIGHT NOT SURVIVE THE STRAIN.
IF IT DOES NOT, MY CONSCIOUSNESS WILL REMAIN TRAPPED IN THIS FORM.
I HATE TO ASK THIS OF YOU, BUT SHOULD IT BECOME NECESSARY FOR US TO CALL ON THOSE ABILITIES...
I CANNOT PLACE THIS CHILD IN DANGER, SCOTT-- BUT, ASIDE FROM THAT...
...I WILL DO WHAT MUST BE DONE...
...WHATEVER THE COST.

A DAY LATER...

...SEVEN BILLION MILES CLOSER TO THE SUN...

...THE EXPLOSION OF A MASSIVE SONIC BOOM HERALDS THE PROPHET-SINGER'S ARRIVAL IN BROODWORLD'S ATMOSPHERE.

AN INTERCEPTOR SQUADRON--A MIX, AS ARE ALL BROOD UNITS, OF INORGANIC AND ORGANIC VEHICLES--IMMEDIATELY GIVES CHASE; BUT IT'S A FUTILE EFFORT. THEY CAN MATCH NEITHER THE INFANT'S SPEED NOR HIS AGILITY.

IN A MATTER OF SECONDS, HE REACHES THE SKELETON OF HIS LONG-DEAD ANCESTOR.

THEN, WITH A TAUNTING, CONTEMPTUOUS FLICK OF THE TAIL...

...THE ACANTI SOARS SPACEWARD.

WHILE, WITHIN HIM...

I RECEIVED THE APPROVAL OF THE ACANTI ELDERS BEFORE AGREEING TO SCOTT'S PLAN--BUT SUPPOSE SOMETHING GOES WRONG? IF WE--IF... I--FAIL, IT WILL MEAN THE DESTRUCTION NOT ONLY OF THIS INNOCENT CHILD BUT OF ALL THE ACANTI'S HOPES AND DREAMS.

AND YET, WHAT REAL ALTERNATIVE HAVE WE?

NICE RIDE, DARLIN'

REMIND ME TO PICK UP MY STOMACH ON THE WAY BACK.

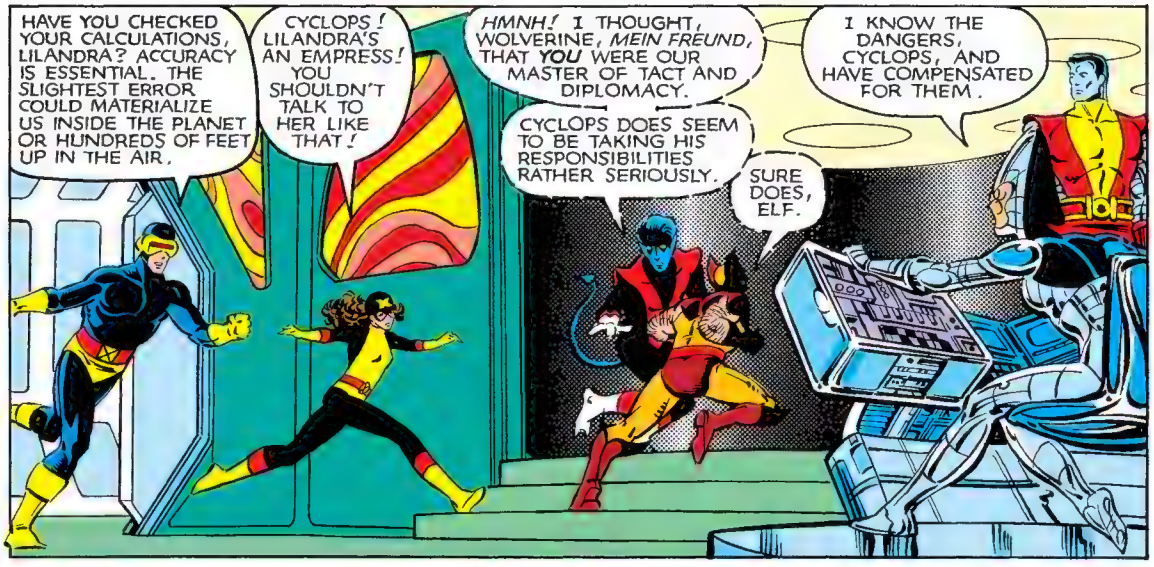
REPORT TO THE TRANSPORTER ROOM, X-MEN.

IT'S TIME TO GO.

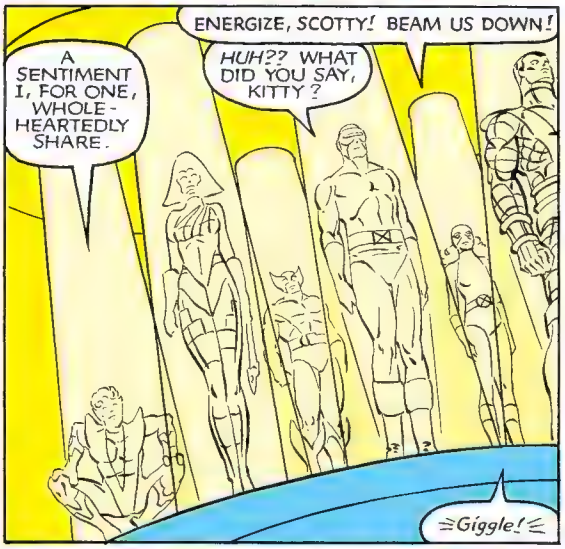
YOU HEARD THE EMPRESS, PEOPLE--

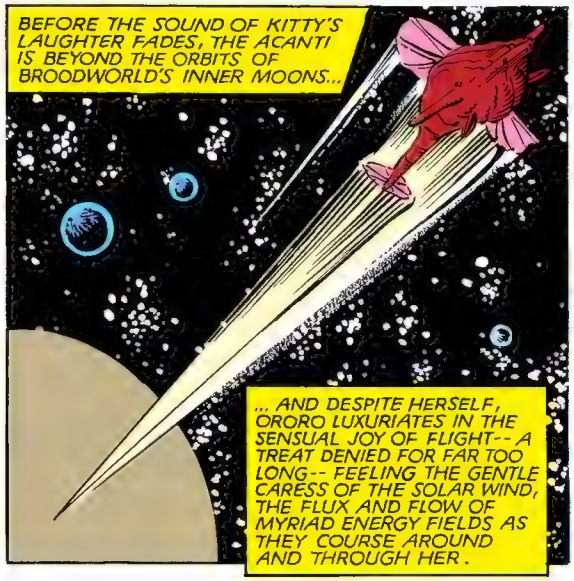
--MOVE OUT!

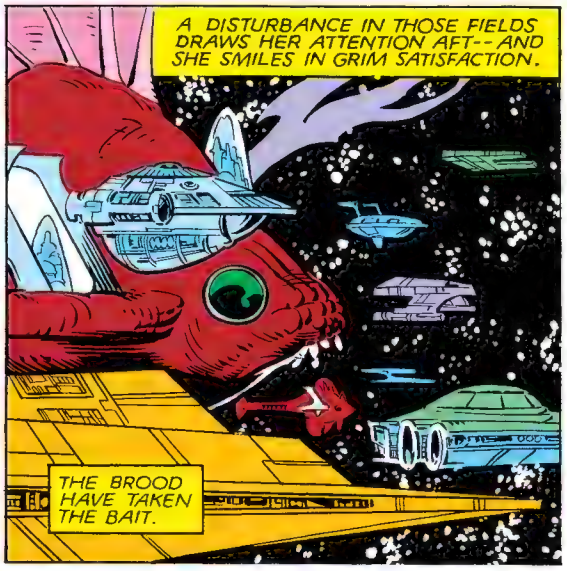
RELAX, BUB. WE KNOW WHAT TO DO.

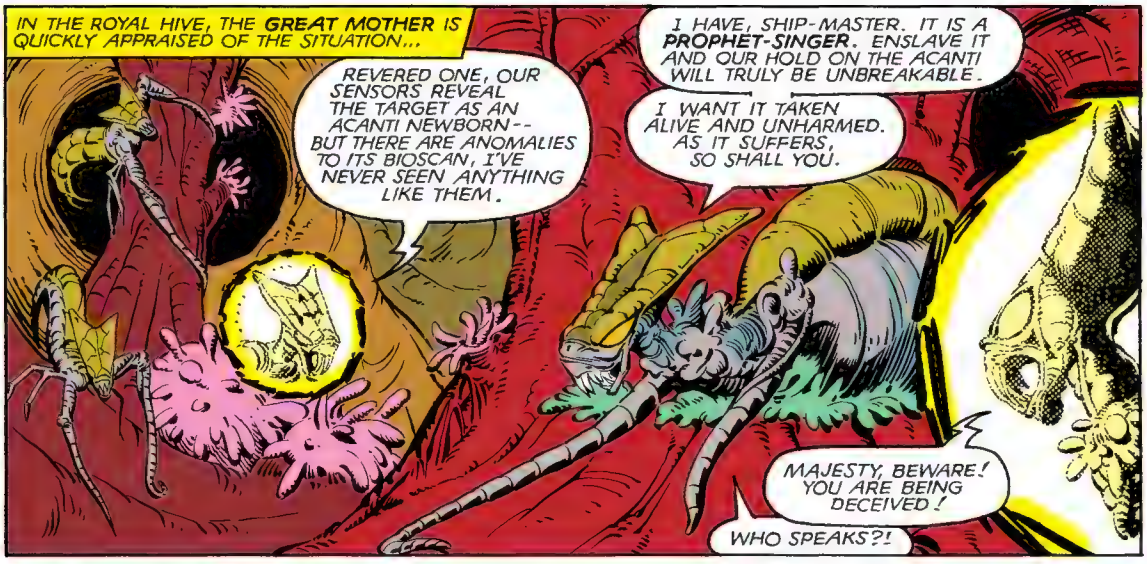

HAVE YOU CHECKED YOUR CALCULATIONS, LILANDRA? ACCURACY IS ESSENTIAL. THE SLIGHTEST ERROR COULD MATERIALIZE US INSIDE THE PLANET OR HUNDREDS OF FEET UP IN THE AIR.
CYCLOPS! LILANDRA'S AN EMPRESS! YOU SHOULDN'T TALK TO HER LIKE THAT!
HMNH! I THOUGHT, WOLVERINE, MEIN FREUND, THAT YOU WERE OUR MASTER OF TACT AND DIPLOMACY.
CYCLOPS DOES SEEM TO BE TAKING HIS RESPONSIBILITIES RATHER SERIOUSLY.
SURE DOES, ELF.
I KNOW THE DANGERS, CYCLOPS, AND HAVE COMPENSATED FOR THEM.

IF YOU ARE AFRAID, STAY ABOARD.
I'M A CAREFUL MAN, MAJESTRIX.
I DON'T WANT ANY OF US HURT.

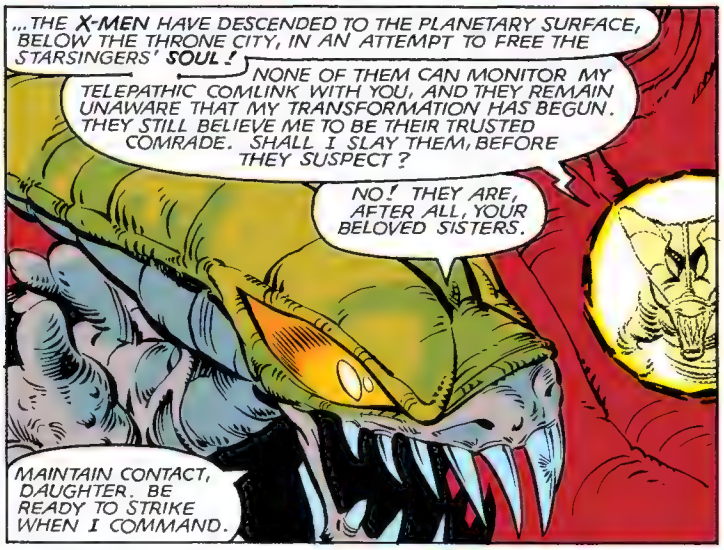

A SENTIMENT I, FOR ONE, WHOLE-HEARTEDLY SHARE.
ENERGIZE, SCOTTY! BEAM US DOWN!
HUH?? WHAT DID YOU SAY, KITTY?
=Giggle!=

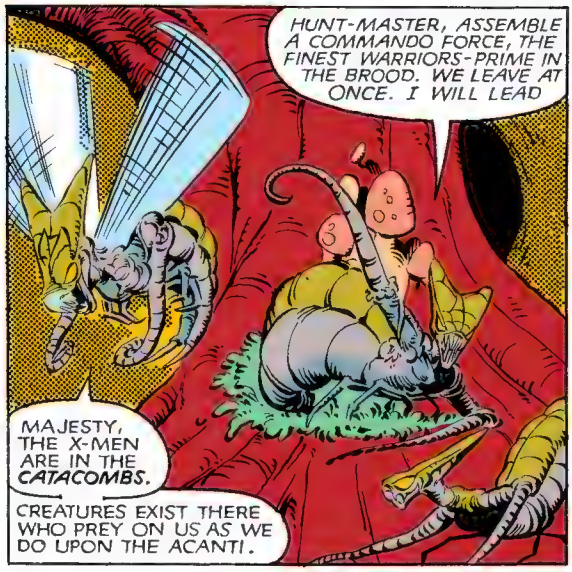

BEFORE THE SOUND OF KITTY'S LAUGHTER FADES, THE ACANTI IS BEYOND THE ORBITS OF BROODWORLD'S INNER MOONS...
... AND DESPITE HERSELF, ORORO LUXURIATES IN THE SENSUAL JOY OF FLIGHT-- A TREAT DENIED FOR FAR TOO LONG-- FEELING THE GENTLE CARESS OF THE SOLAR WIND, THE FLUX AND FLOW OF MYRIAD ENERGY FIELDS AS THEY COURSE AROUND AND THROUGH HER.

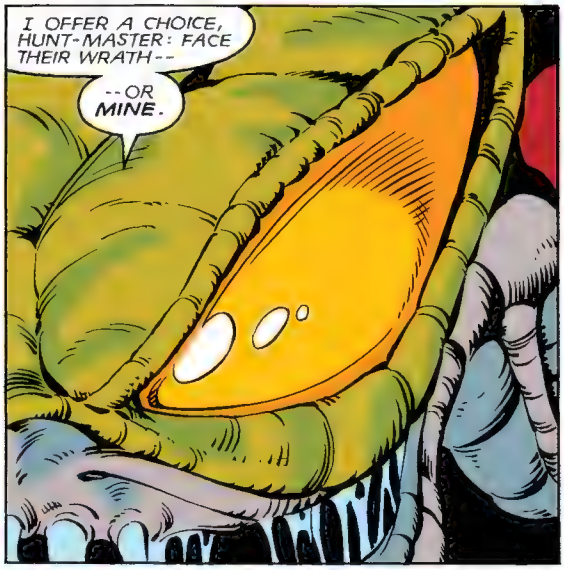

A DISTURBANCE IN THOSE FIELDS DRAWS HER ATTENTION AFT-- AND SHE SMILES IN GRIM SATISFACTION.
THE BROOD HAVE TAKEN THE BAIT.

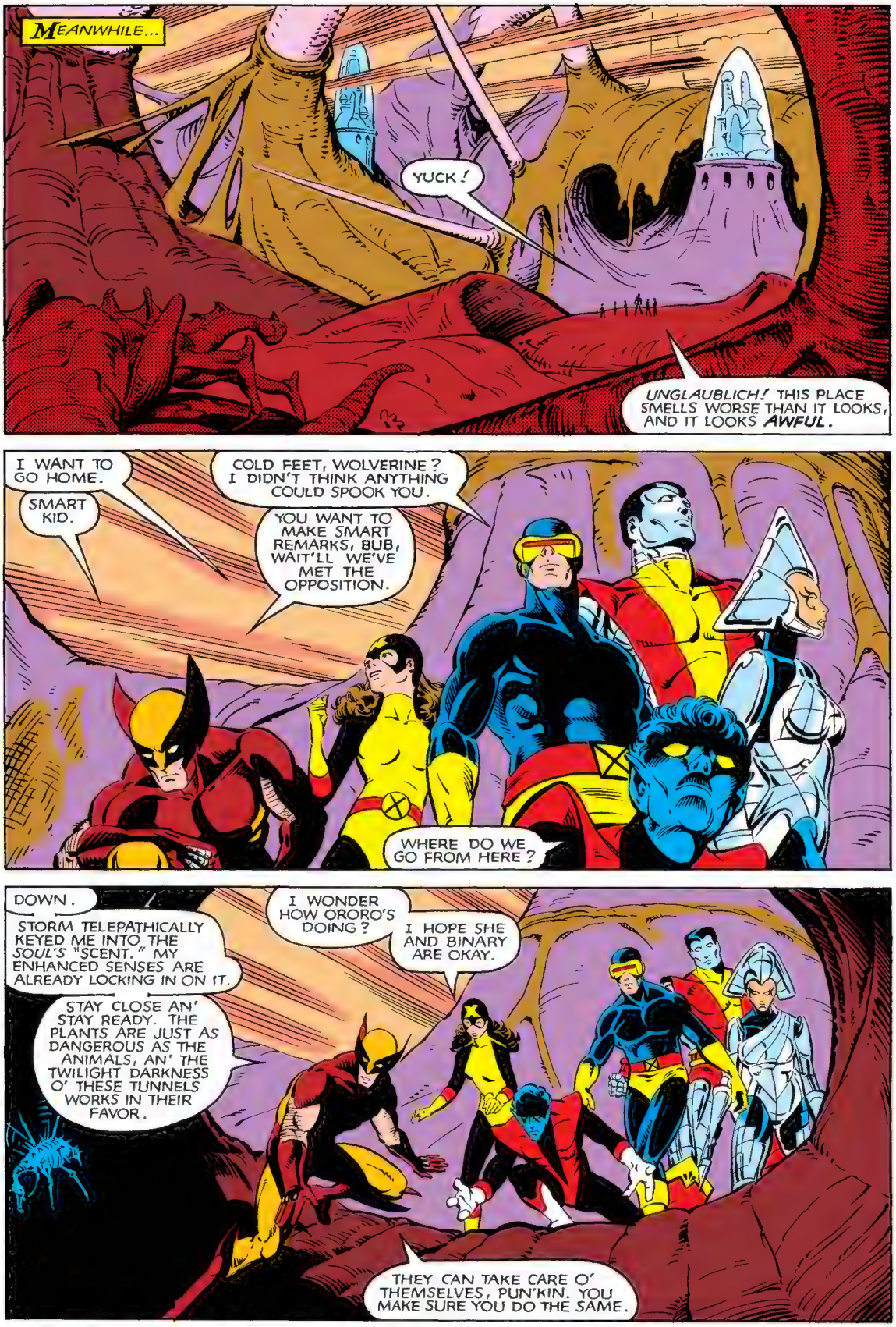

IN THE ROYAL HIVE, THE GREAT MOTHER IS QUICKLY APPRAISED OF THE SITUATION...
REVERED ONE, OUR SENSORS REVEAL THE TARGET AS AN ACANTI NEWBORN-- BUT THERE ARE ANOMALIES TO ITS BIOSCAN, I'VE NEVER SEEN ANYTHING LIKE THEM.
I HAVE, SHIP-MASTER. IT IS A PROPHET-SINGER. ENSLAVE IT AND OUR HOLD ON THE ACANTI WILL TRULY BE UNBREAKABLE.
I WANT IT TAKEN ALIVE AND UNHARMED. AS IT SUFFERS, SO SHALL YOU.
MAJESTY, BEWARE! YOU ARE BEING DECEIVED!
WHO SPEAKS?!

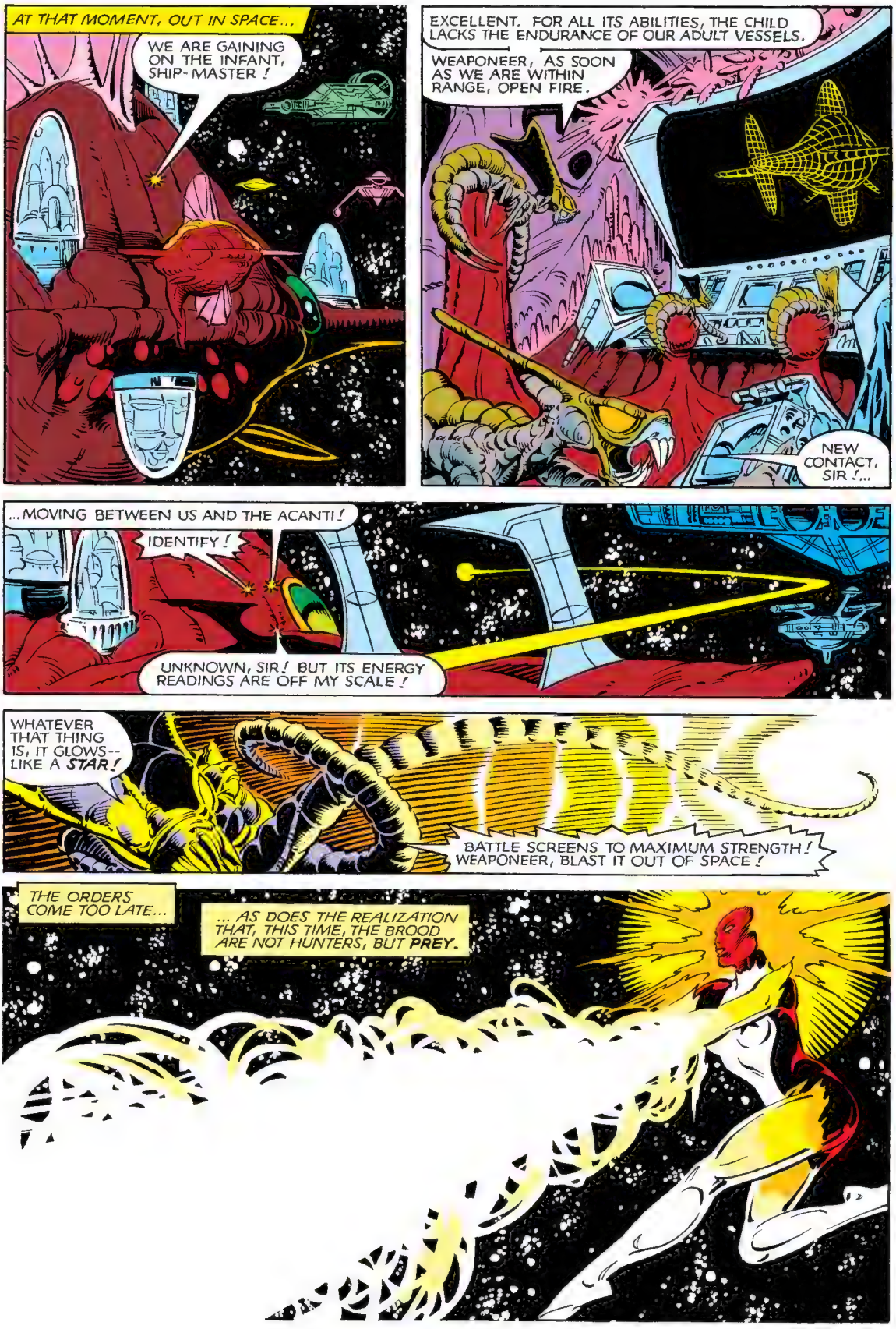
DO YOU NOT RECOGNIZE ONE OF YOUR OWN PROGENY?
WHILE YOUR FLEET CHASES THE ACANTI WHELP...

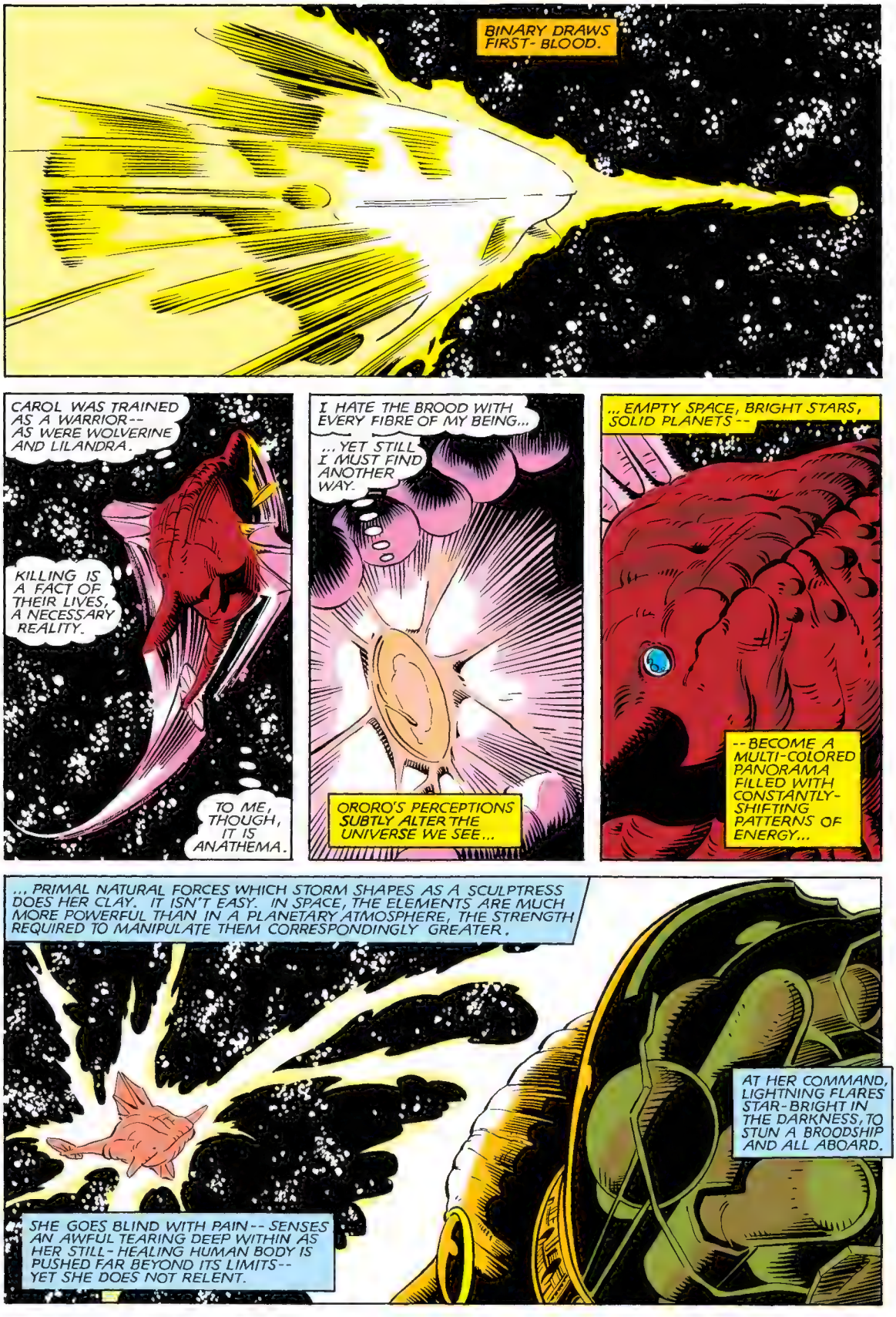

...THE X-MEN HAVE DESCENDED TO THE PLANETARY SURFACE, BELOW THE THRONE CITY, IN AN ATTEMPT TO FREE THE STARSINGERS' SOUL!
NONE OF THEM CAN MONITOR MY TELEPATHIC COMLINK WITH YOU, AND THEY REMAIN UNAWARE THAT MY TRANSFORMATION HAS BEGUN. THEY STILL BELIEVE ME TO BE THEIR TRUSTED COMRADE. SHALL I SLAY THEM, BEFORE THEY SUSPECT?
NO! THEY ARE, AFTER ALL, YOUR BELOVED SISTERS.
MAINTAIN CONTACT, DAUGHTER. BE READY TO STRIKE WHEN I COMMAND.


HUNT-MASTER, ASSEMBLE A COMMANDO FORCE, THE FINEST WARRIORS-PRIME IN THE BROOD. WE LEAVE AT ONCE. I WILL LEAD
MAJESTY, THE X-MEN ARE IN THE CATACOMBS.
CREATURES EXIST THERE WHO PREY ON US AS WE DO UPON THE ACANTI.

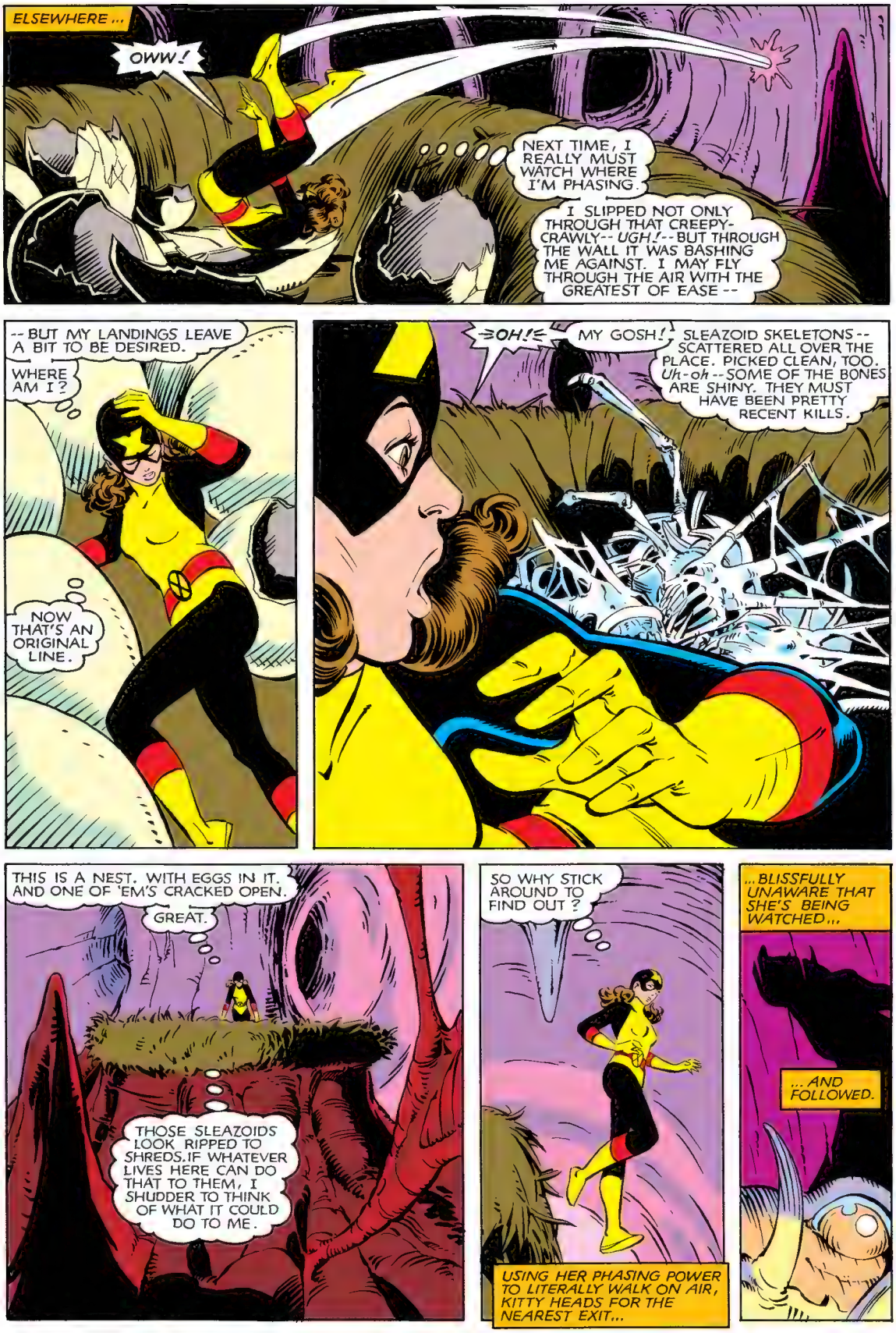

I OFFER A CHOICE, HUNT-MASTER: FACE THEIR WRATH--
--OR MINE.

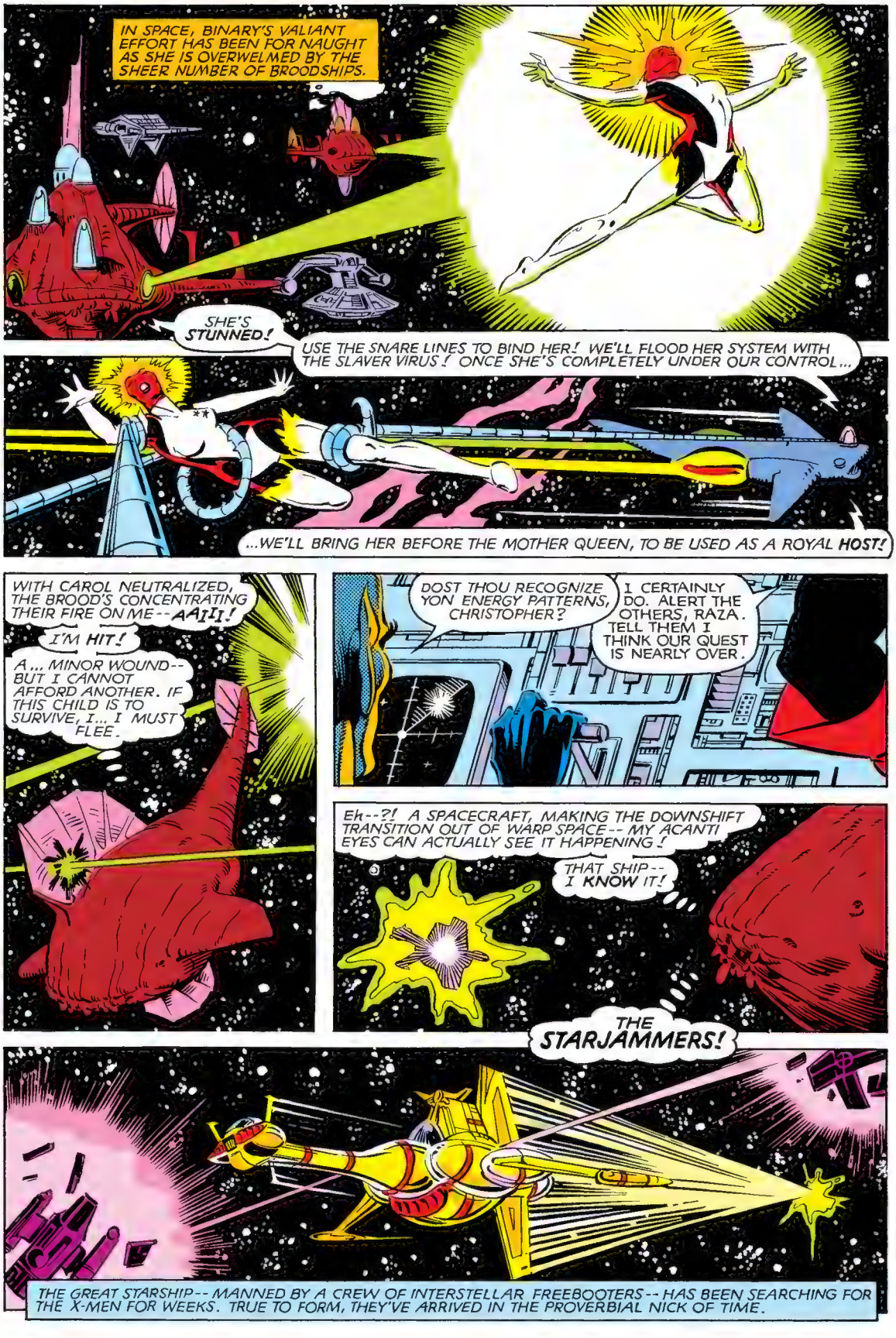

MEANWHILE...
YUCK!
UNGLAUBLICH! THIS PLACE SMELLS WORSE THAN IT LOOKS, AND IT LOOKS AWFUL.
I WANT TO GO HOME.
SMART KID.
COLD FEET, WOLVERINE? I DIDN'T THINK ANYTHING COULD SPOOK YOU.
YOU WANT TO MAKE SMART REMARKS, BUB, WAIT'LL WE'VE MET THE OPPOSITION.
WHERE DO WE GO FROM HERE?
DOWN.
STORM TELEPATHICALLY KEYED ME INTO THE SOUL'S "SCENT." MY ENHANCED SENSES ARE ALREADY LOCKING IN ON IT.
STAY CLOSE AN' STAY READY. THE PLANTS ARE JUST AS DANGEROUS AS THE ANIMALS, AN' THE TWILIGHT DARKNESS O' THESE TUNNELS WORKS IN THEIR FAVOR.
I WONDER HOW ORORO'S DOING?
I HOPE SHE AND BINARY ARE OKAY.
THEY CAN TAKE CARE O' THEMSELVES, PUN'KIN. YOU MAKE SURE YOU DO THE SAME.


AT THAT MOMENT, OUT IN SPACE...
WE ARE GAINING ON THE INFANT, SHIP-MASTER!
EXCELLENT. FOR ALL ITS ABILITIES, THE CHILD LACKS THE ENDURANCE OF OUR ADULT VESSELS.
WEAPONEER, AS SOON AS WE ARE WITHIN RANGE, OPEN FIRE.
NEW CONTACT, SIR!...
...MOVING BETWEEN US AND THE ACANTI!
IDENTIFY!
UNKNOWN, SIR! BUT ITS ENERGY READINGS ARE OFF MY SCALE!
WHATEVER THAT THING IS, IT GLOWS--LIKE A STAR!
BATTLE SCREENS TO MAXIMUM STRENGTH! WEAPONEER, BLAST IT OUT OF SPACE!
THE ORDERS COME TOO LATE...
... AS DOES THE REALIZATION THAT, THIS TIME, THE BROOD ARE NOT HUNTERS, BUT PREY.

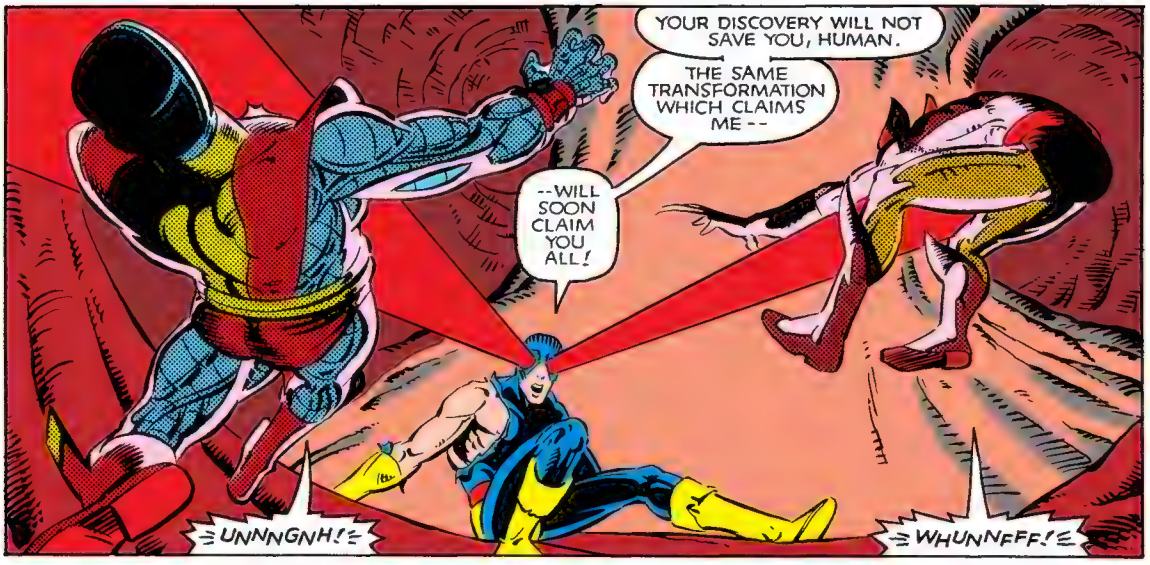

BINARY DRAWS FIRST- BLOOD.
CAROL WAS TRAINED AS A WARRIOR-- AS WERE WOLVERINE AND LILANDRA.
KILLING IS A FACT OF THEIR LIVES, A NECESSARY REALITY.
TO ME, THOUGH, IT IS ANATHEMA.
I HATE THE BROOD WITH EVERY FIBRE OF MY BEING...
...YET STILL I MUST FIND ANOTHER WAY.
ORORO'S PERCEPTIONS SUBTLY ALTER THE UNIVERSE WE SEE...
...EMPTY SPACE, BRIGHT STARS, SOLID PLANETS --
--BECOME A MULTI-COLORED PANORAMA FILLED WITH CONSTANTLY-SHIFTING PATTERNS OF ENERGY...
...PRIMAL NATURAL FORCES WHICH STORM SHAPES AS A SCULPTRESS DOES HER CLAY. IT ISN'T EASY. IN SPACE, THE ELEMENTS ARE MUCH MORE POWERFUL THAN IN A PLANETARY ATMOSPHERE, THE STRENGTH REQUIRED TO MANIPULATE THEM CORRESPONDINGLY GREATER.
AT HER COMMAND, LIGHTNING FLARES STAR-BRIGHT IN THE DARKNESS, TO STUN A BROODSHIP AND ALL ABOARD.
SHE GOES BLIND WITH PAIN-- SENSES AN AWFUL TEARING DEEP WITHIN AS HER STILL-HEALING HUMAN BODY IS PUSHED FAR BEYOND ITS LIMITS-- YET SHE DOES NOT RELENT.

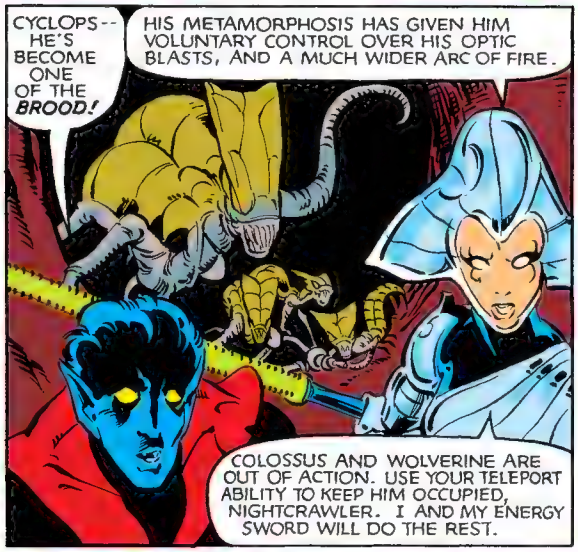
WHILE, IN THE CATA-COMBS...
...NIGHTCRAWLER SKITTERS ALONG THE WALLS, TELEPORTING IN AND OUT OF HARM'S WAY, USING HIS ACROBAT'S AGILITY TO HANDLE AS MANY FOES AS POSSIBLE.
COLOSSUS, HIS ARMORED FORM COMPOSED OF SUPER-STRONG, NIGH-INVULNERABLE ORGANIC STEEL, RESORTS TO BRUTE FORCE.
WOLVERINE USES HIS CLAWS.
KITTY TRIES TO HELP, THEN SUDDENLY DISCOVERS SHE HAS TROUBLES OF HER OWN.
YI'LLLP!
FOR AN INSTANT, SHE'S TOO SCARED TO REACT.
THEN, HER TRAINING TAKES OVER...
... AND SHE PHASES THROUGH THE WALL, OUT OF THE CREATURE'S GRASP.
IN THE GENERAL MELÉE, HER ABRUPT DEPARTURE GOES UNNOTICED.
THIS IS ONLY THE BEGINNIN', CYKE. THINGS GET HAIRIER, THE DEEPER WE GO.
YOU WANT TO QUIT, LITTLE MAN -- BE MY GUEST.
WHAT GIVES?! HE AN' I'RE SNIPIN' LIKE WE DID IN THE OLD DAYS, WHEN WE HATED EACH OTHER'S GUTS.
AN' TALK ABOUT ROLE-REVERSAL-- I'M S'POSED T' BE THE PSYCHO-KILLER AN' HIM THE BOSS. BUT HE'S SCRAPPIN' LIKE A BERSERKER AN' LEAVIN' ME T' CALL THE SHOTS.

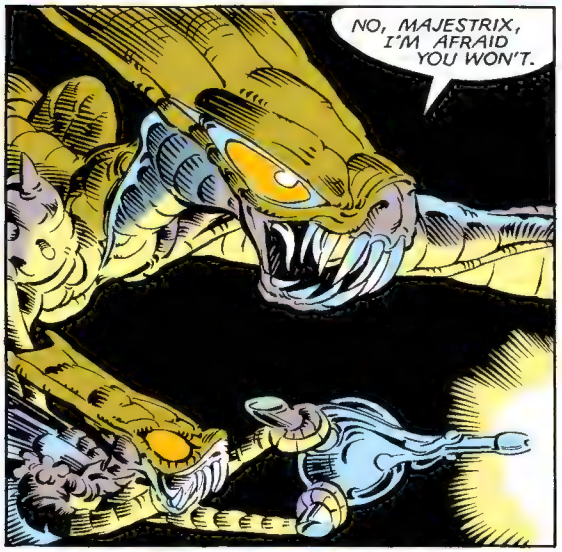

ELSEWHERE ...
OWW!
NEXT TIME, I REALLY MUST WATCH WHERE I'M PHASING.
I SLIPPED NOT ONLY THROUGH THAT CREEPY-CRAWLY-- UGH!-- BUT THROUGH THE WALL IT WAS BASHING ME AGAINST. I MAY FLY THROUGH THE AIR WITH THE GREATEST OF EASE --
-- BUT MY LANDINGS LEAVE A BIT TO BE DESIRED.
WHERE AM I?
NOW THAT'S AN ORIGINAL LINE.
=OH!=
MY GOSH!
SLEAZOID SKELETONS -- SCATTERED ALL OVER THE PLACE. PICKED CLEAN, TOO. Uh-oh -- SOME OF THE BONES ARE SHINY. THEY MUST HAVE BEEN PRETTY RECENT KILLS.
THIS IS A NEST. WITH EGGS IN IT. AND ONE OF 'EM'S CRACKED OPEN.
GREAT.
THOSE SLEAZOIDS LOOK RIPPED TO SHREDS. IF WHATEVER LIVES HERE CAN DO THAT TO THEM, I SHUDDER TO THINK OF WHAT IT COULD DO TO ME.
SO WHY STICK AROUND TO FIND OUT?
USING HER PHASING POWER TO LITERALLY WALK ON AIR, KITTY HEADS FOR THE NEAREST EXIT...
...BLISSFULLY UNAWARE THAT SHE'S BEING WATCHED...
... AND FOLLOWED.


IN SPACE, BINARY'S VALIANT EFFORT HAS BEEN FOR NAUGHT AS SHE IS OVERWELMED BY THE SHEER NUMBER OF BROODSHIPS.
SHE'S STUNNED!
USE THE SNARE LINES TO BIND HER! WE'LL FLOOD HER SYSTEM WITH THE SLAVER VIRUS! ONCE SHE'S COMPLETELY UNDER OUR CONTROL...
...WE'LL BRING HER BEFORE THE MOTHER QUEEN, TO BE USED AS A ROYAL HOST!
WITH CAROL NEUTRALIZED, THE BROOD'S CONCENTRATING THEIR FIRE ON ME--AAIII!
I'M HIT!
A... MINOR WOUND-- BUT I CANNOT AFFORD ANOTHER. IF THIS CHILD IS TO SURVIVE, I... I MUST FLEE.
DOST THOU RECOGNIZE YON ENERGY PATTERNS, CHRISTOPHER?
I CERTAINLY DO. ALERT THE OTHERS, RAZA. TELL THEM I THINK OUR QUEST IS NEARLY OVER.
Eh--?! A SPACECRAFT, MAKING THE DOWNSHIFT TRANSITION OUT OF WARP SPACE-- MY ACANTI EYES CAN ACTUALLY SEE IT HAPPENING!
THAT SHIP-- I KNOW IT!
THE STARJAMMERS!
THE GREAT STARSHIP-- MANNED BY A CREW OF INTERSTELLAR FREEBOOTERS-- HAS BEEN SEARCHING FOR THE X-MEN FOR WEEKS. TRUE TO FORM, THEY'VE ARRIVED IN THE PROVERBIAL NICK OF TIME.

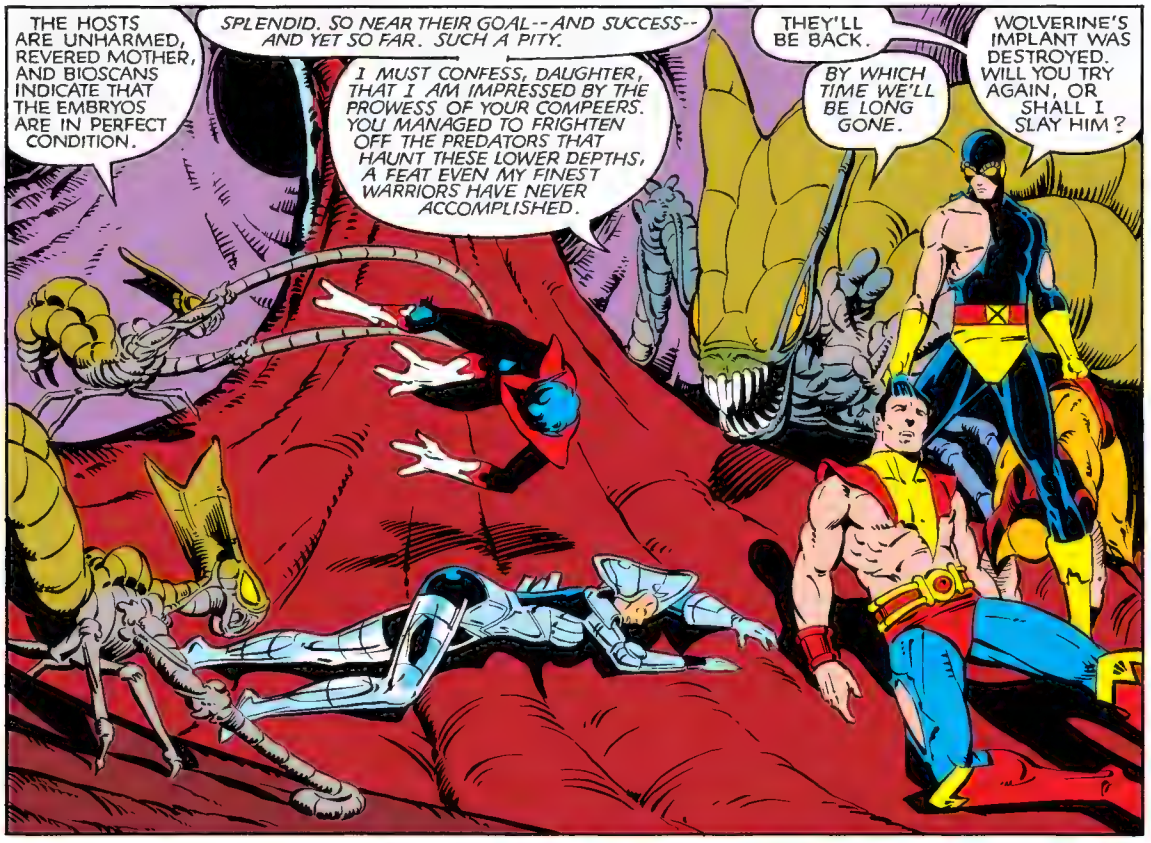
THAT IS, TO SAVE STORM.
CYKE, WHERE'S KITTY?! I HAVEN'T SEEN HER IN A WHILE!
SHE KNEW THE RISKS, AND ACCEPTED THEM.
BUT IF YOU'RE SO CONCERNED, WOLVERINE, WHY DON'T YOU GO LOOK FOR HER.
I WISH I COULD, BUB-- BUT I GOT MORE IMPORTANT PROBLEMS. THE LONGER THIS FRACAS GOES ON, THE WORSE CYKE'S SHOOTIN' GETS-- HE'S MISSIN' ALL BUT THE EASIEST TARGETS-- LIKE HIS MIND KNOWS HOW TO USE HIS OPTIC BLASTS, BUT HIS BODY'S FORGOTTEN. HIS INSTINCTS ARE GONE!
IF I COULD ONLY CATCH HIS SCENT, THAT'D CLINCH MY SUSPICIONS-- BINGO!
WOLVERINE! WHAT ARE YOU DOING?!
YOU MADMAN-- I'M NOT THE ENEMY!
WRONG, BUB. I'VE BEEN WORRYIN' SINCE WE STARTED ABOUT A TRAITOR IN THE GROUP--
--AN' I THINK I JUST FOUND ONE!

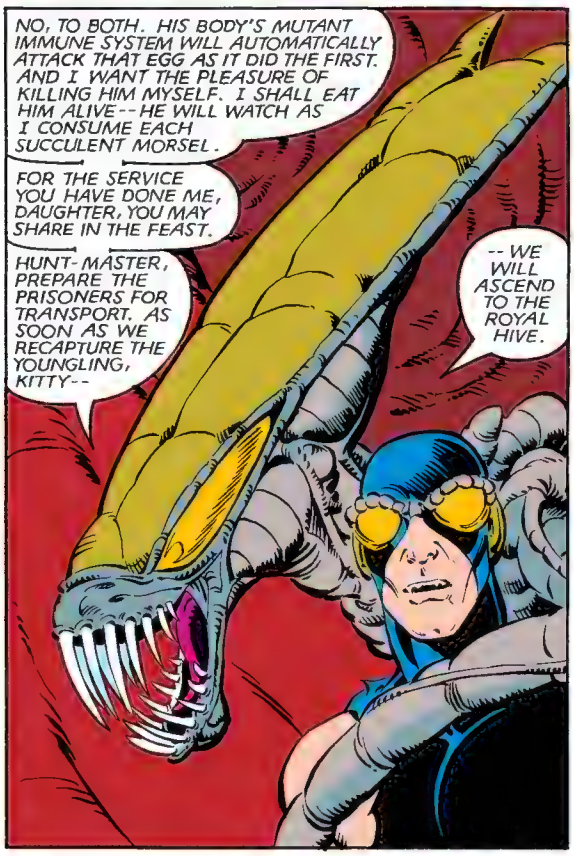

YOUR DISCOVERY WILL NOT SAVE YOU, HUMAN.
THE SAME TRANSFORMATION WHICH CLAIMS ME--
--WILL SOON CLAIM YOU ALL!
=UNNNGNH!=
=WHUNNEFF!=

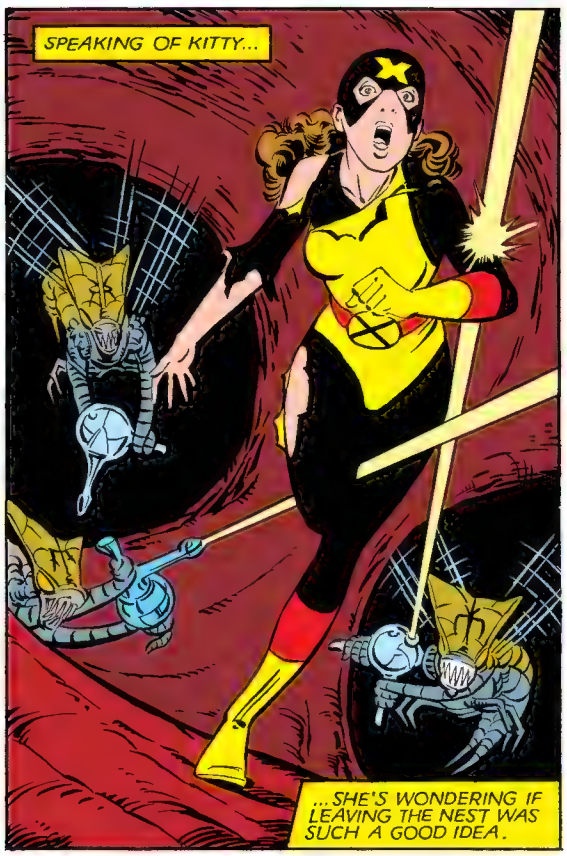

CYCLOPS--HE'S BECOME ONE OF THE BROOD!
HIS METAMORPHOSIS HAS GIVEN HIM VOLUNTARY CONTROL OVER HIS OPTIC BLASTS, AND A MUCH WIDER ARC OF FIRE.
COLOSSUS AND WOLVERINE ARE OUT OF ACTION. USE YOUR TELEPORT ABILITY TO KEEP HIM OCCUPIED, NIGHTCRAWLER. I AND MY ENERGY SWORD WILL DO THE REST.


NO, MAJESTRIX, I'M AFRAID YOU WON'T.

ZAP!

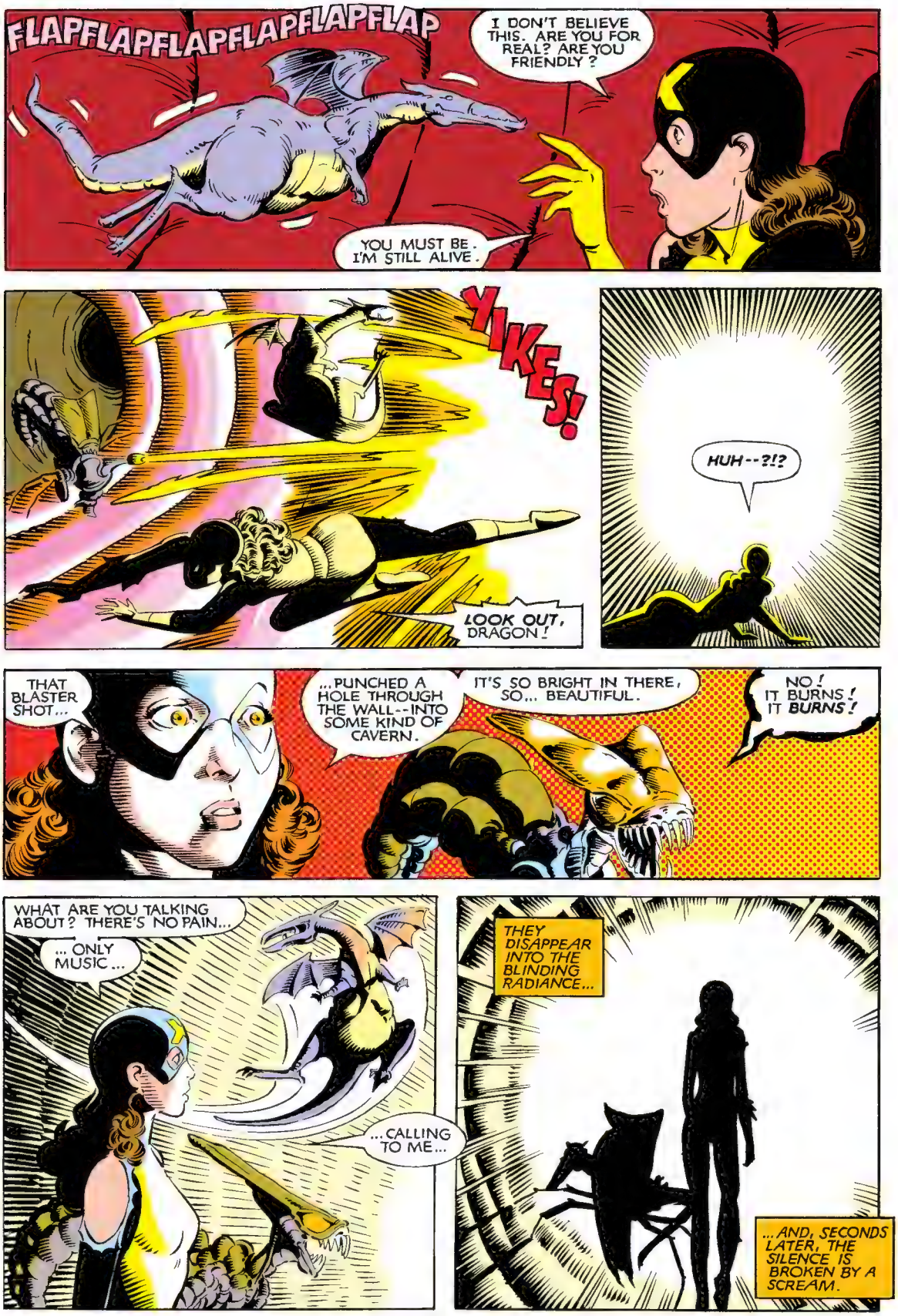

THE HOSTS ARE UNHARMED, REVERED MOTHER, AND BIOSCANS INDICATE THAT THE EMBRYOS ARE IN PERFECT CONDITION.
SPLENDID. SO NEAR THEIR GOAL--AND SUCCESS--AND YET SO FAR. SUCH A PITY.
I MUST CONFESS, DAUGHTER, THAT I AM IMPRESSED BY THE PROWESS OF YOUR COMPEERS. YOU MANAGED TO FRIGHTEN OFF THE PREDATORS THAT HAUNT THESE LOWER DEPTHS, A FEAT EVEN MY FINEST WARRIORS HAVE NEVER ACCOMPLISHED.
THEY'LL BE BACK.
BY WHICH TIME WE'LL BE LONG GONE.
WOLVERINE'S IMPLANT WAS DESTROYED. WILL YOU TRY AGAIN, OR SHALL I SLAY HIM?

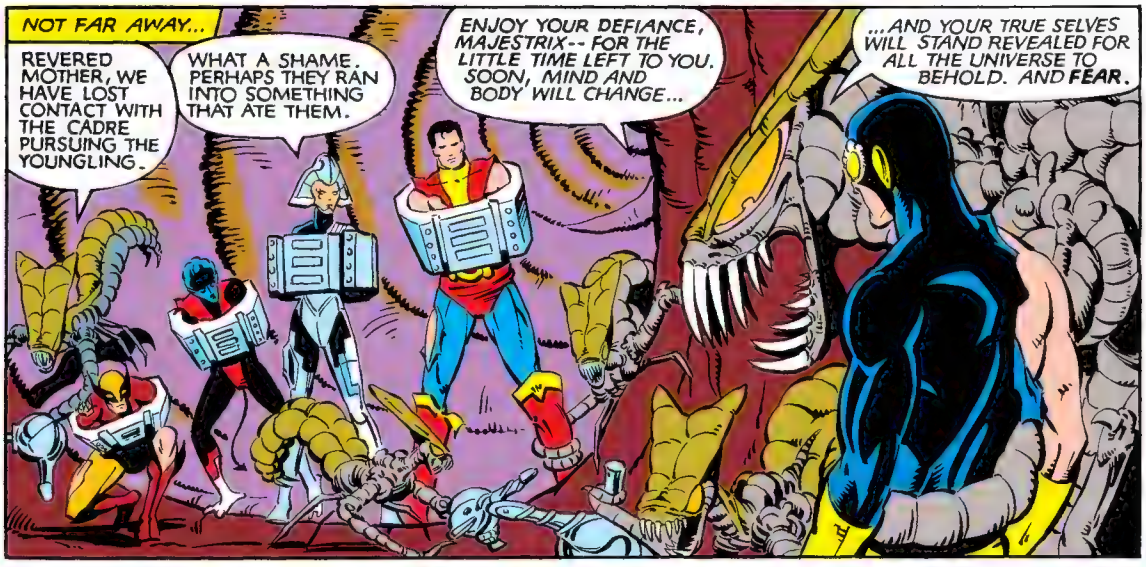

NO, TO BOTH. HIS BODY'S MUTANT IMMUNE SYSTEM WILL AUTOMATICALLY ATTACK THAT EGG AS IT DID THE FIRST. AND I WANT THE PLEASURE OF KILLING HIM MYSELF. I SHALL EAT HIM ALIVE--HE WILL WATCH AS I CONSUME EACH SUCCULENT MORSEL.
FOR THE SERVICE YOU HAVE DONE ME, DAUGHTER, YOU MAY SHARE IN THE FEAST.
HUNT-MASTER, PREPARE THE PRISONERS FOR TRANSPORT. AS SOON AS WE RECAPTURE THE YOUNGLING, KITTY--
--WE WILL ASCEND TO THE ROYAL HIVE.

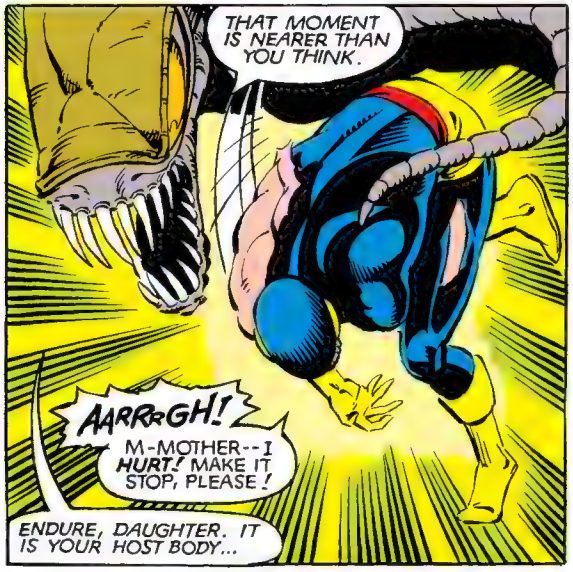

SPEAKING OF KITTY...
...SHE'S WONDERING IF LEAVING THE NEST WAS SUCH A GOOD IDEA.

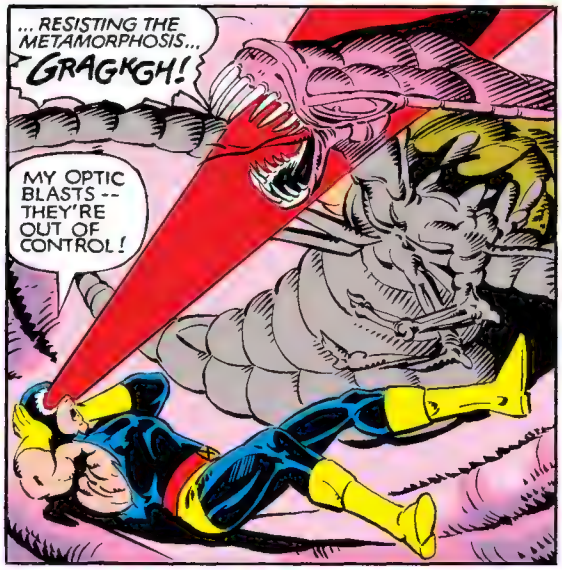
THERE ARE SLEAZOIDS EVERY-WHERE! THESE TUNNELS ARE FULL OF 'EM!
I'VE BEEN ON THE RUN SINCE THEY SPOTTED ME. DON'T KNOW HOW MUCH LONGER I CAN KEEP UP THIS PACE.
I THINK I'M LOST, TOO.
WNGNUMFF!
I COULDN'T PHASE!
I MUST BE SO TIRED I CAN'T FOCUS THE PROPER CONCEN-TRATION!
OH, NO! THE SLEAZOIDS--!
HERE, BROTHERS!
IT WAS A MAGNIFICENT HUNT, BUT THE PRIZE IS AT LAST OURS!
AS A TRIBUTE TO YOUR COURAGE, LITTLE ONE, WE WOULD ORDINARILY FEAST ON YOUR LIVING HEART...
...BUT THE GREAT MOTHER WISHES YOU RETURNED TO HER ALIVE AND UNHARMED. PITY.
Ahem.
WHAT WAS THAT?!
BY THE BLACK NEBULA!!

ROAR
FLEE, BROTHERS!


FLAPFLAPFLAPFLAPFLAPFLAP
I DON'T BELIEVE THIS. ARE YOU FOR REAL? ARE YOU FRIENDLY?
YOU MUST BE. I'M STILL ALIVE.
YIKES!
LOOK OUT, DRAGON!
HUH--?!?
THAT BLASTER SHOT...
...PUNCHED A HOLE THROUGH THE WALL--INTO SOME KIND OF CAVERN.
IT'S SO BRIGHT IN THERE, SO... BEAUTIFUL.
NO! IT BURNS! IT BURNS!
WHAT ARE YOU TALKING ABOUT? THERE'S NO PAIN...
... ONLY MUSIC...
...CALLING TO ME...
THEY DISAPPEAR INTO THE BLINDING RADIANCE...
...AND, SECONDS LATER, THE SILENCE IS BROKEN BY A SCREAM.


NOT FAR AWAY...
REVERED MOTHER, WE HAVE LOST CONTACT WITH THE CADRE PURSUING THE YOUNGLING.
WHAT A SHAME. PERHAPS THEY RAN INTO SOMETHING THAT ATE THEM.
ENJOY YOUR DEFIANCE, MAJESTRIX-- FOR THE LITTLE TIME LEFT TO YOU. SOON, MIND AND BODY WILL CHANGE...
...AND YOUR TRUE SELVES WILL STAND REVEALED FOR ALL THE UNIVERSE TO BEHOLD. AND FEAR.

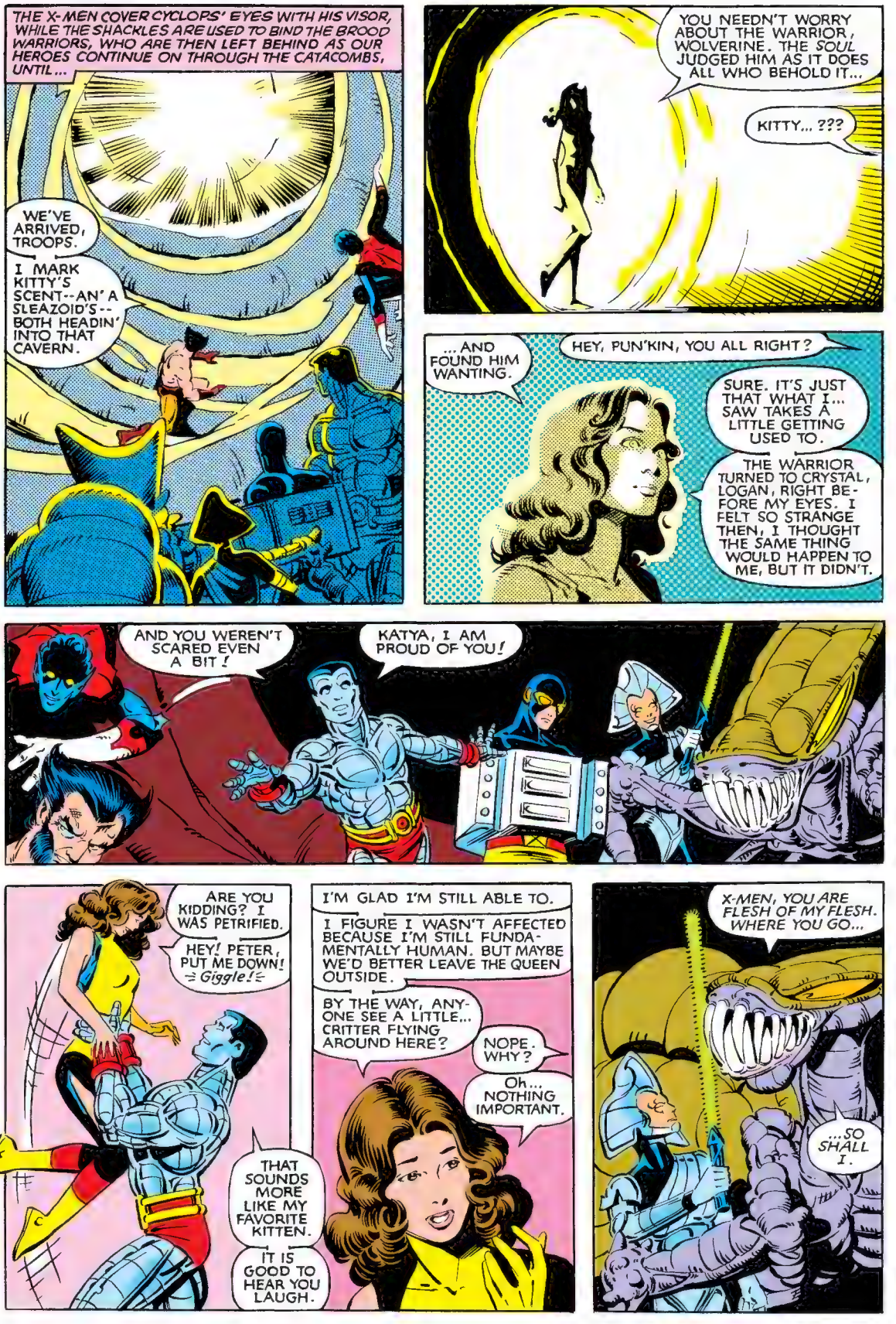

THAT MOMENT IS NEARER THAN YOU THINK.
AARRRGH!
M-MOTHER--I HURT! MAKE IT STOP, PLEASE!
ENDURE, DAUGHTER. IT IS YOUR HOST BODY...

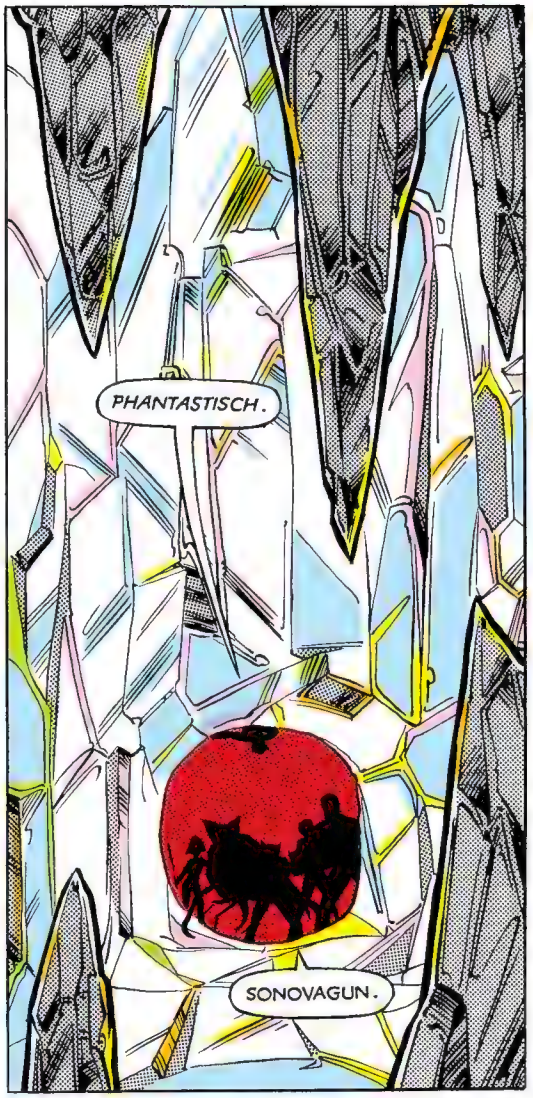

...RESISTING THE METAMORPHOSIS...
GRAGKGH!
MY OPTIC BLASTS -- THEY'RE OUT OF CONTROL!

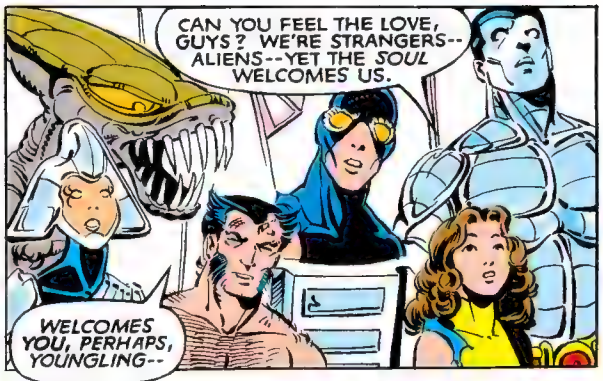
SLEAZOIDS DON'T HAVE EYELIDS. SCOTTY CAN'T BLOCK THE BEAMS NOW-- 'CEPT WITH HIS HANDS--
--AN' THE EMBRYO'S TOO INEXPERIENCED AN' PANICKED T' THINK O' THAT.
I GOT A CHANCE T' MAKE A MOVE.

WOLVERINE! I'VE KILLED HIM!

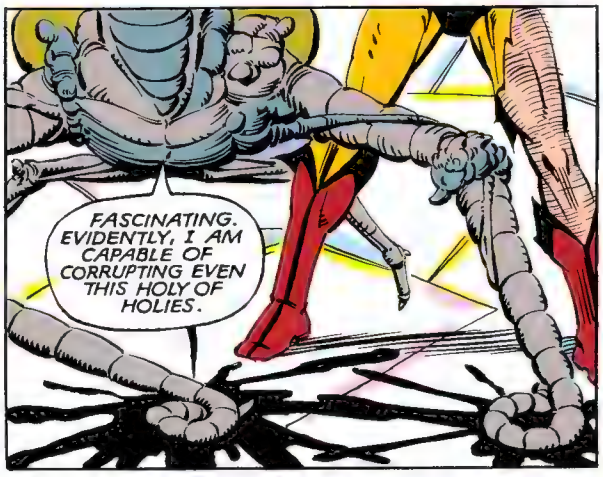
NOT HARDLY, BUB.
I MOVED SO A GLANCING BLOW FROM THOSE BEAMS O' CYKE'S WOULD TRASH MY SHACKLES.
IF I'D CAUGHT A FULL BLAST, I'D O' BEEN NOTHIN' BUT PULP AN' ADAMANTIUM BONES. IT WAS AN ALL-'R-NOTHIN' LONGSHOT-- MY KIND'A GAMBLE--
--AN' IT PAID OFF!
GOTTA MOVE FAST--HE'S GETTIN' THINGS BACK UNDER CONTROL.
BOY'S IN AGONY. I KNOW HOW HE FEELS. *
KRAK
*WOLVERINE UNDERWENT HIS OWN FORTUNATELY UNSUCCESSFUL METAMORPHOSIS IN X-MEN #162 -- L.
WISH I COULD PUT HIM OUTTA HIS MISERY-- BUT, FOR THE MOMENT, HE'S MORE USE T' ME ALIVE.
WARRIORS-- YIELD OR I POP MY CLAWS ON THE QUEEN AN' CYCLOPS BOTH.
WHAT SHALL WE DO, HUNTMASTER ?
BURN THE MAMMAL!
WE DARE NOT !
DROP THE WEAPONS, CREEPS--
--OR SHE DIES!
SMART MOVE.
NOW RELEASE THE X-MEN.

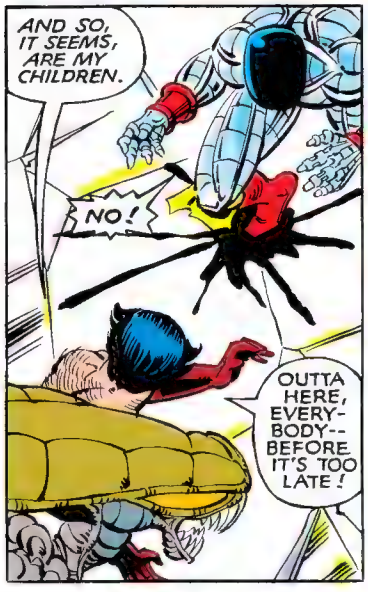

THE X-MEN COVER CYCLOPS' EYES WITH HIS VISOR, WHILE THE SHACKLES ARE USED TO BIND THE BROOD WARRIORS, WHO ARE THEN LEFT BEHIND AS OUR HEROES CONTINUE ON THROUGH THE CATACOMBS, UNTIL...
WE'VE ARRIVED, TROOPS.
I MARK KITTY'S SCENT--AN' A SLEAZOID'S--BOTH HEADIN' INTO THAT CAVERN.
YOU NEEDN'T WORRY ABOUT THE WARRIOR, WOLVERINE. THE SOUL JUDGED HIM AS IT DOES ALL WHO BEHOLD IT...
KITTY... ???
... AND FOUND HIM WANTING.
HEY, PUN'KIN, YOU ALL RIGHT?
SURE. IT'S JUST THAT WHAT I... SAW TAKES A LITTLE GETTING USED TO.
THE WARRIOR TURNED TO CRYSTAL, LOGAN, RIGHT BEFORE MY EYES. I FELT SO STRANGE THEN, I THOUGHT THE SAME THING WOULD HAPPEN TO ME, BUT IT DIDN'T.
AND YOU WEREN'T SCARED EVEN A BIT!
KATYA, I AM PROUD OF YOU!
ARE YOU KIDDING? I WAS PETRIFIED.
HEY! PETER, PUT ME DOWN! =Giggle!=
THAT SOUNDS MORE LIKE MY FAVORITE KITTEN.
IT IS GOOD TO HEAR YOU LAUGH.
I'M GLAD I'M STILL ABLE TO.
I FIGURE I WASN'T AFFECTED BECAUSE I'M STILL FUNDAMENTALLY HUMAN. BUT MAYBE WE'D BETTER LEAVE THE QUEEN OUTSIDE.
BY THE WAY, ANYONE SEE A LITTLE... CRITTER FLYING AROUND HERE?
NOPE. WHY?
Oh... NOTHING IMPORTANT.
X-MEN, YOU ARE FLESH OF MY FLESH. WHERE YOU GO...
...SO SHALL I.

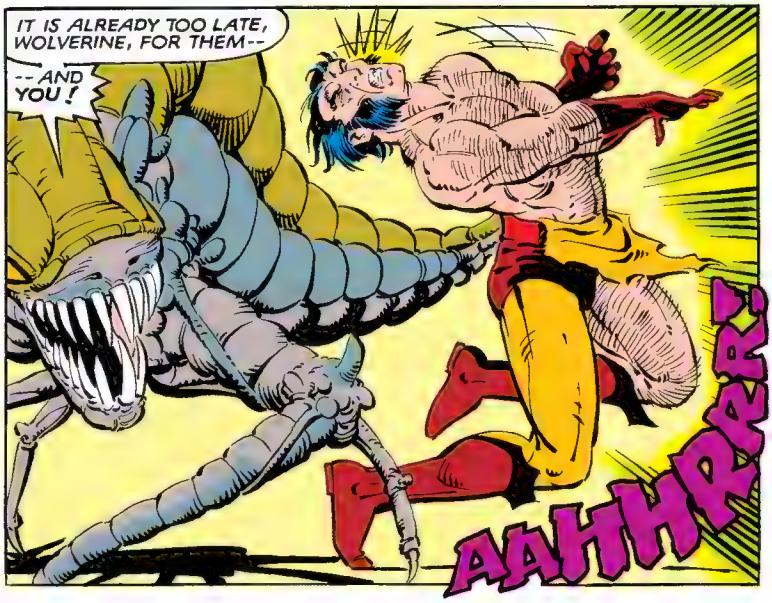

PHANTASTISCH.
SONOVAGUN.


CAN YOU FEEL THE LOVE, GUYS? WE'RE STRANGERS--ALIENS--YET THE SOUL WELCOMES US.
WELCOMES YOU, PERHAPS, YOUNGLING--

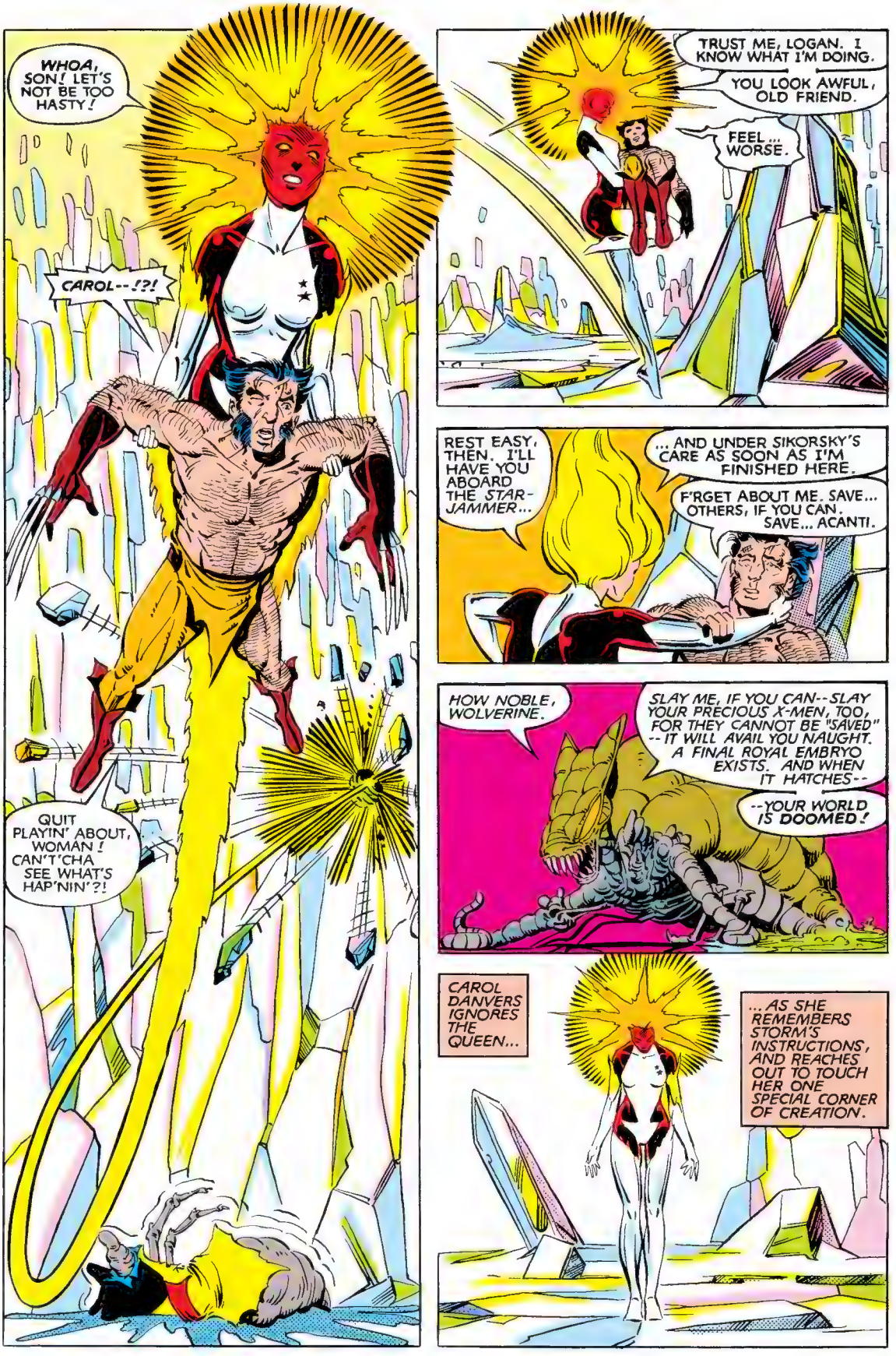
--BUT I SENSE ONLY A HATRED AS DEEP AND ABIDING AS MY OWN.
BY THE WHITE WOLF!
COMRADES, LOOK AT THE CRYSTAL BENEATH THE QUEEN!

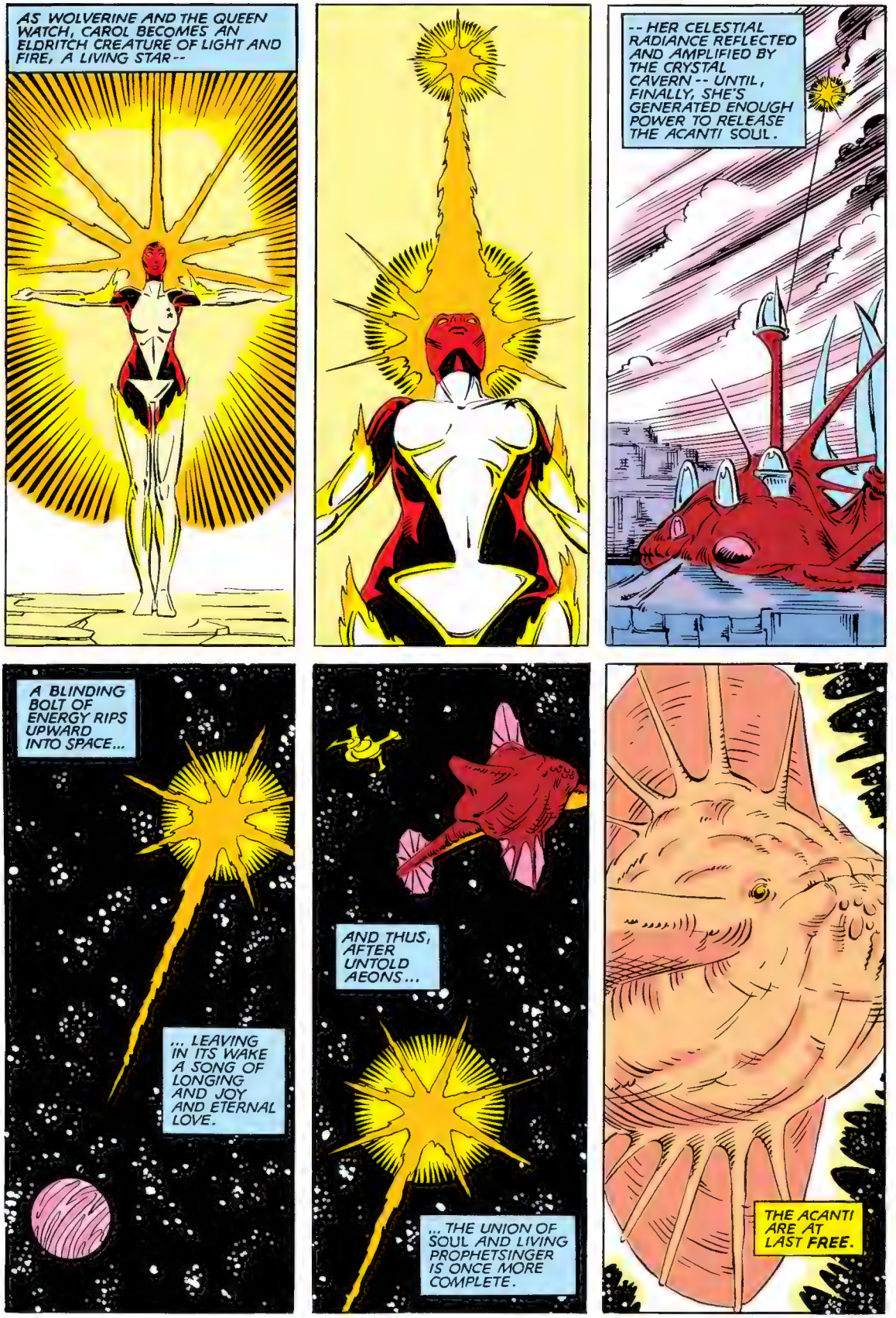

FASCINATING. EVIDENTLY, I AM CAPABLE OF CORRUPTING EVEN THIS HOLY OF HOLIES.

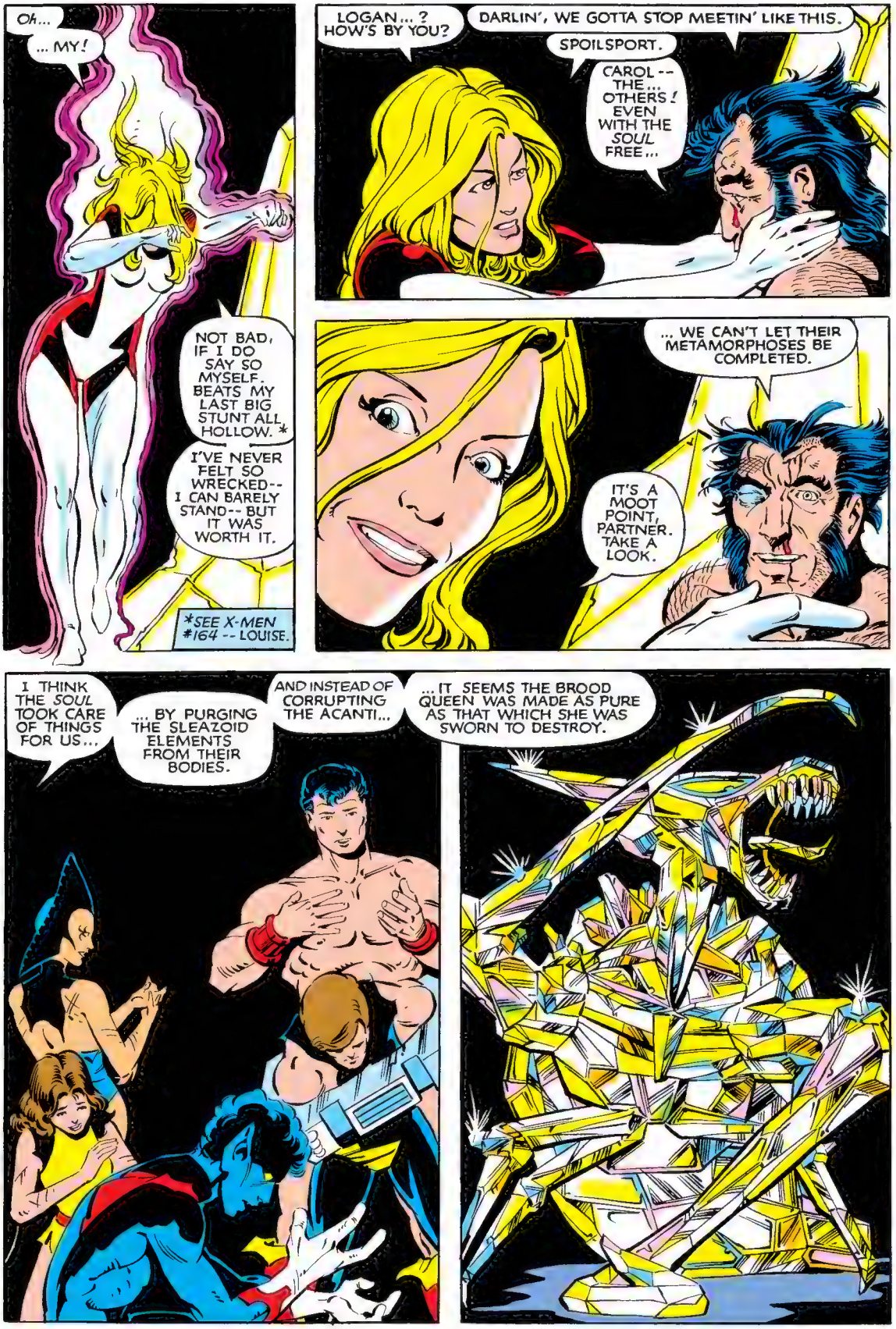

AND SO, IT SEEMS, ARE MY CHILDREN.
NO!
OUTTA HERE, EVERY-BODY--BEFORE IT'S TOO LATE!

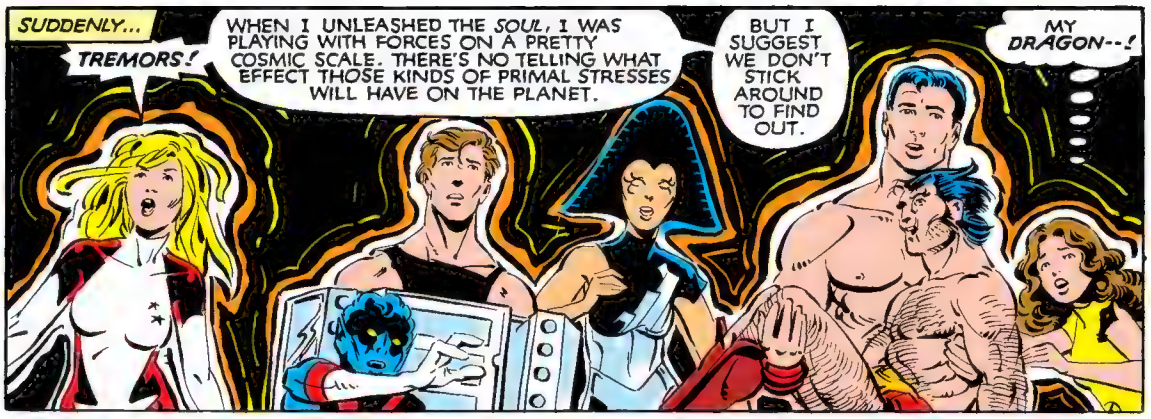

IT IS ALREADY TOO LATE, WOLVERINE, FOR THEM--
--AND YOU!
AAHHRRR!

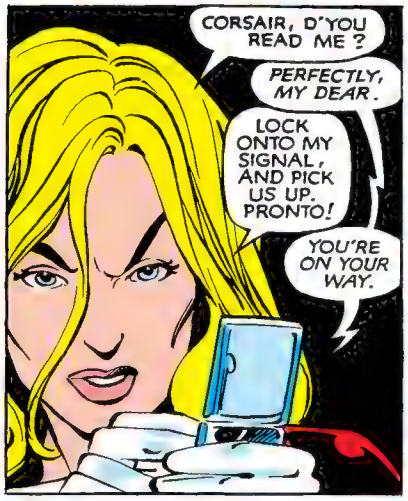
MY OWN FAULT-- SHOULD NEVER HAVE TURNED MY BACK ON YOU-- OR LEFT YOUR FANGS INTACT.
WON'T MAKE THAT MISTAKE TWICE.
TRUE, LITTLE MAN-- FOR YOU ARE ABOUT TO DIE.
NOT... YET, MAMA!
TOOK ONE HECKUVA JOLT-- MAYBE MORE VENOM THAN MY SYSTEM CAN HANDLE.
BUT I AIN'T LETTIN' THAT STOP ME. NOT 'TIL I'VE DONE...
A MAJESTIC SIGHT, IS IT NOT?
THE EMPATHIC RESONANCE OF THEIR METAMORPHOSIS ALREADY SATURATES THIS CHAMBER.
AS THEY ARE CONSUMED, SO SHALL THE ACANTI SOUL BE TRANSFORMED WITH THEM. NO LONGER WILL WE HAVE TO HUNT THE STARSINGERS. THEY WILL SERVE US WILLINGLY-- BECAUSE ACANTI AND BROOD WILL HAVE BECOME ONE!
OUR RULE WILL SPREAD ACROSS THE STARS, OUR MANIFEST DESTINY FULFILLED!
WANNA... BET?
FIRST THEM, QUEENIE.
SNIKT
THEN-- WITH MY LAST BREATH, IF NEED BE--
--YOU!

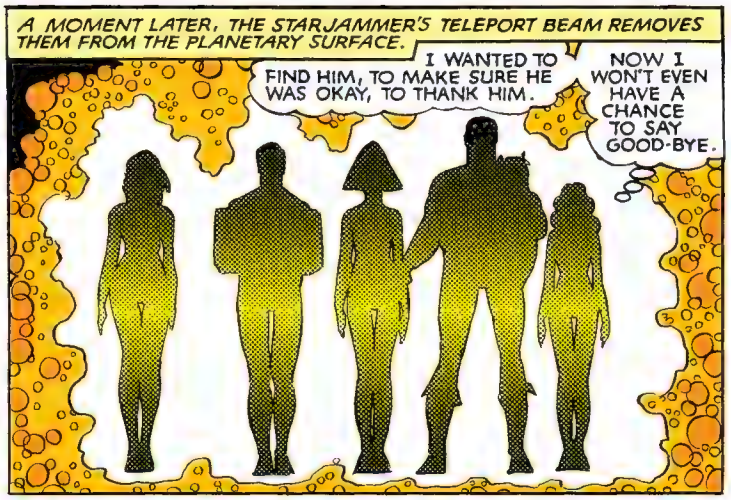

WHOA, SON! LET'S NOT BE TOO HASTY!
CAROL--!?!
QUIT PLAYIN' ABOUT, WOMAN! CAN'T'CHA SEE WHAT'S HAP'NIN'?!
TRUST ME, LOGAN. I KNOW WHAT I'M DOING.
YOU LOOK AWFUL, OLD FRIEND.
FEEL... WORSE.
REST EASY, THEN. I'LL HAVE YOU ABOARD THE STAR-JAMMER...
... AND UNDER SIKORSKY'S CARE AS SOON AS I'M FINISHED HERE.
F'RGET ABOUT ME. SAVE... OTHERS, IF YOU CAN. SAVE... ACANTI.
HOW NOBLE, WOLVERINE.
SLAY ME, IF YOU CAN--SLAY YOUR PRECIOUS X-MEN, TOO, FOR THEY CANNOT BE "SAVED" -- IT WILL AVAIL YOU NAUGHT. A FINAL ROYAL EMBRYO EXISTS. AND WHEN IT HATCHES--
--YOUR WORLD IS DOOMED!
CAROL DANVERS IGNORES THE QUEEN...
...AS SHE REMEMBERS STORM'S INSTRUCTIONS, AND REACHES OUT TO TOUCH HER ONE SPECIAL CORNER OF CREATION.

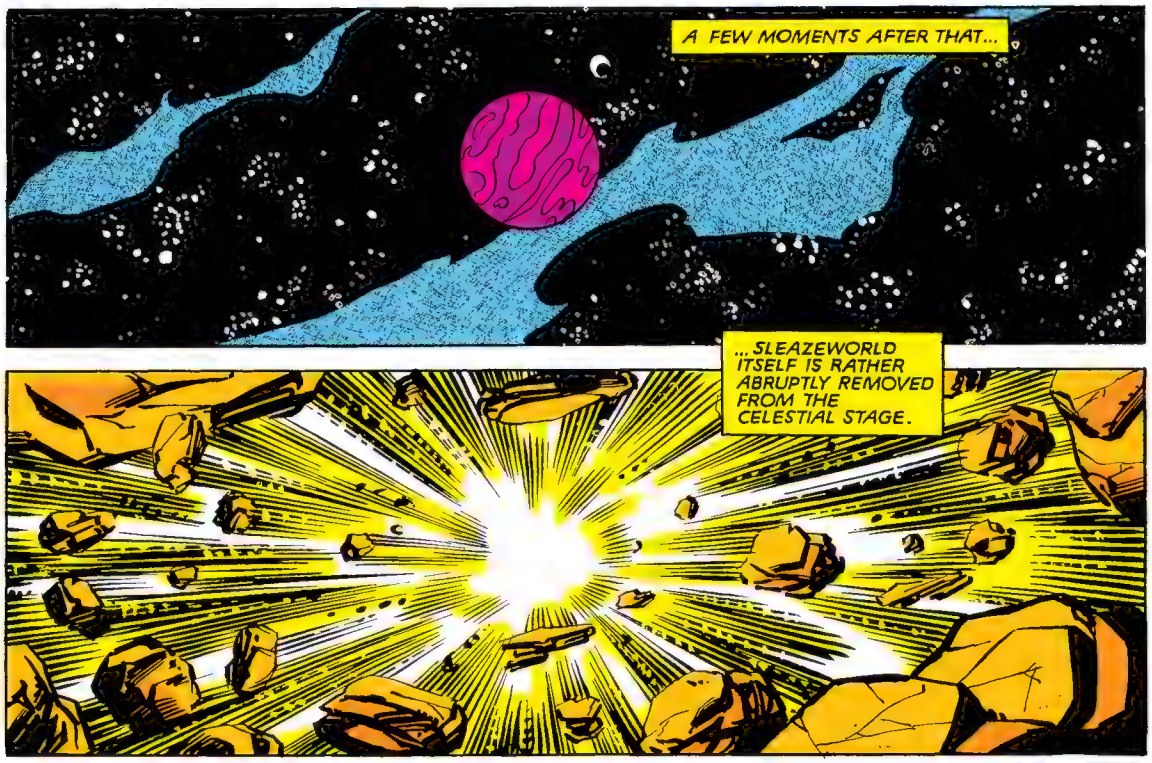

AS WOLVERINE AND THE QUEEN WATCH, CAROL BECOMES AN ELDRITCH CREATURE OF LIGHT AND FIRE, A LIVING STAR--
--HER CELESTIAL RADIANCE REFLECTED AND AMPLIFIED BY THE CRYSTAL CAVERN -- UNTIL, FINALLY, SHE'S GENERATED ENOUGH POWER TO RELEASE THE ACANTI SOUL.
A BLINDING BOLT OF ENERGY RIPS UPWARD INTO SPACE...
... LEAVING IN ITS WAKE A SONG OF LONGING AND JOY AND ETERNAL LOVE.
AND THUS, AFTER UNTOLD AEONS...
... THE UNION OF SOUL AND LIVING PROPHETSINGER IS ONCE MORE COMPLETE.
THE ACANTI ARE AT LAST FREE.

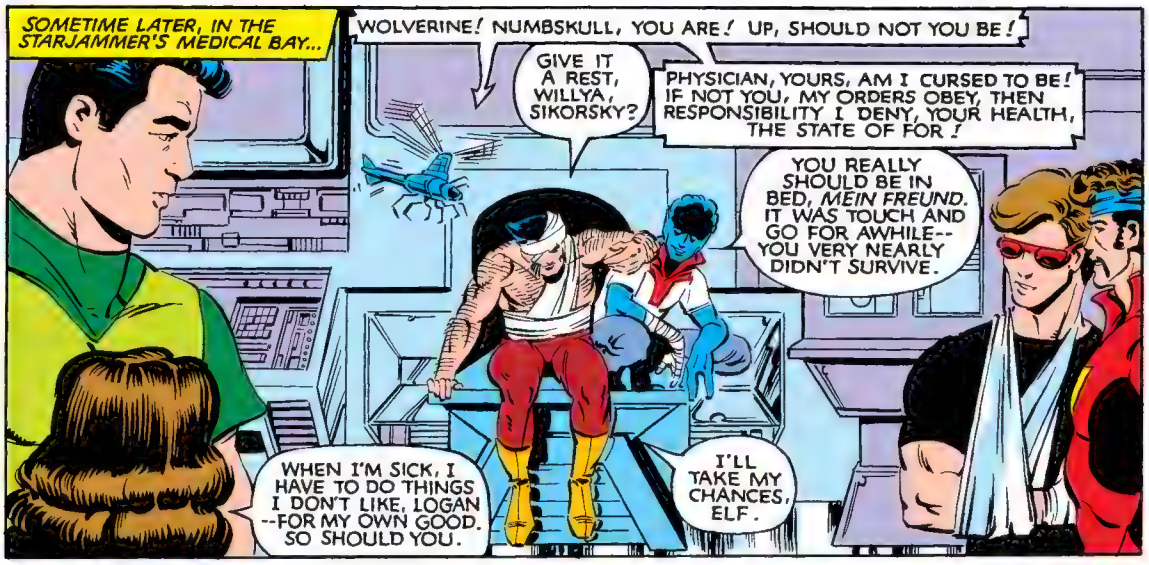

Oh...
... MY!
NOT BAD, IF I DO SAY SO MYSELF. BEATS MY LAST BIG STUNT ALL HOLLOW. *
I'VE NEVER FELT SO WRECKED-- I CAN BARELY STAND-- BUT IT WAS WORTH IT.
*SEE X-MEN #164 -- LOUISE.
LOGAN... ? HOW'S BY YOU?
DARLIN', WE GOTTA STOP MEETIN' LIKE THIS.
SPOILSPORT.
CAROL -- THE... OTHERS! EVEN WITH THE SOUL FREE...
... WE CAN'T LET THEIR METAMORPHOSES BE COMPLETED.
IT'S A MOOT POINT, PARTNER. TAKE A LOOK.
I THINK THE SOUL TOOK CARE OF THINGS FOR US...
... BY PURGING THE SLEAZOID ELEMENTS FROM THEIR BODIES.
AND INSTEAD OF CORRUPTING THE ACANTI...
... IT SEEMS THE BROOD QUEEN WAS MADE AS PURE AS THAT WHICH SHE WAS SWORN TO DESTROY.

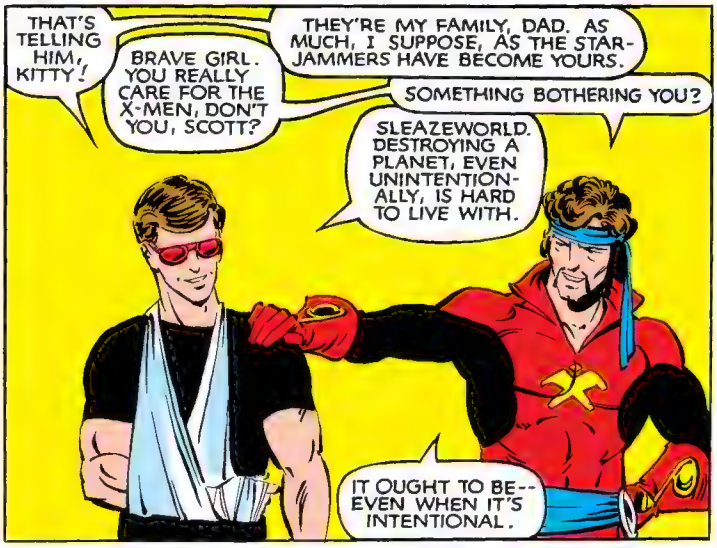

SUDDENLY...
TREMORS!
WHEN I UNLEASHED THE SOUL, I WAS PLAYING WITH FORCES ON A PRETTY COSMIC SCALE. THERE'S NO TELLING WHAT EFFECT THOSE KINDS OF PRIMAL STRESSES WILL HAVE ON THE PLANET.
BUT I SUGGEST WE DON'T STICK AROUND TO FIND OUT.
MY DRAGON--!


CORSAIR, D'YOU READ ME ?
PERFECTLY, MY DEAR.
LOCK ONTO MY SIGNAL, AND PICK US UP. PRONTO!
YOU'RE ON YOUR WAY.


A MOMENT LATER, THE STARJAMMER'S TELEPORT BEAM REMOVES THEM FROM THE PLANETARY SURFACE.
I WANTED TO FIND HIM, TO MAKE SURE HE WAS OKAY, TO THANK HIM.
NOW I WON'T EVEN HAVE A CHANCE TO SAY GOOD-BYE.

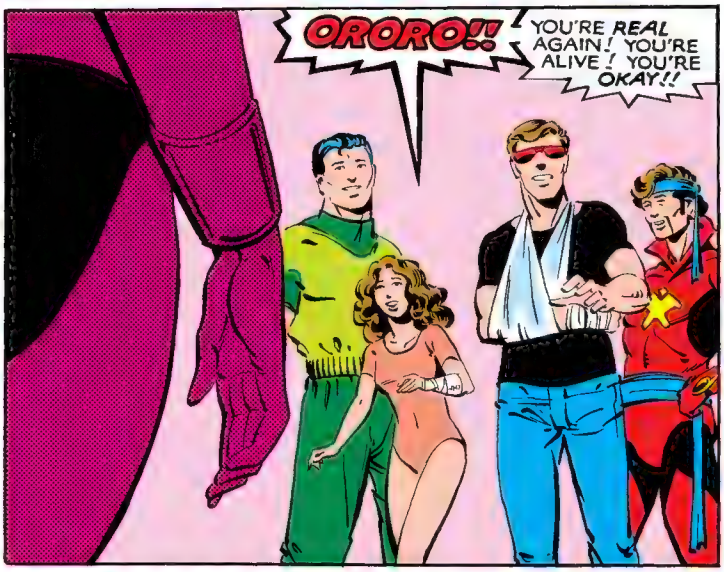

A FEW MOMENTS AFTER THAT...
...SLEAZEWORLD ITSELF IS RATHER ABRUPTLY REMOVED FROM THE CELESTIAL STAGE.

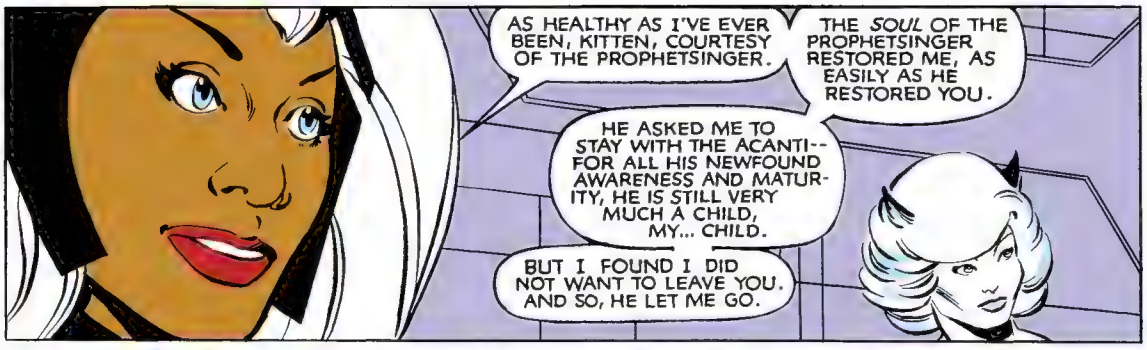

SOMETIME LATER, IN THE STARJAMMER'S MEDICAL BAY...
WOLVERINE! NUMBSKULL, YOU ARE! UP, SHOULD NOT YOU BE!
GIVE IT A REST, WILLYA, SIKORSKY?
PHYSICIAN, YOURS, AM I CURSED TO BE! IF NOT YOU, MY ORDERS OBEY, THEN RESPONSIBILITY I DENY, YOUR HEALTH, THE STATE OF FOR!
YOU REALLY SHOULD BE IN BED, MEIN FREUND. IT WAS TOUCH AND GO FOR AWHILE-- YOU VERY NEARLY DIDN'T SURVIVE.
WHEN I'M SICK, I HAVE TO DO THINGS I DON'T LIKE, LOGAN --FOR MY OWN GOOD. SO SHOULD YOU.
I'LL TAKE MY CHANCES, ELF.


THAT'S TELLING HIM, KITTY!
BRAVE GIRL. YOU REALLY CARE FOR THE X-MEN, DON'T YOU, SCOTT?
THEY'RE MY FAMILY, DAD. AS MUCH, I SUPPOSE, AS THE STAR-JAMMERS HAVE BECOME YOURS.
SOMETHING BOTHERING YOU?
SLEAZEWORLD. DESTROYING A PLANET, EVEN UNINTENTION-ALLY, IS HARD TO LIVE WITH.
IT OUGHT TO BE-- EVEN WHEN IT'S INTENTIONAL.

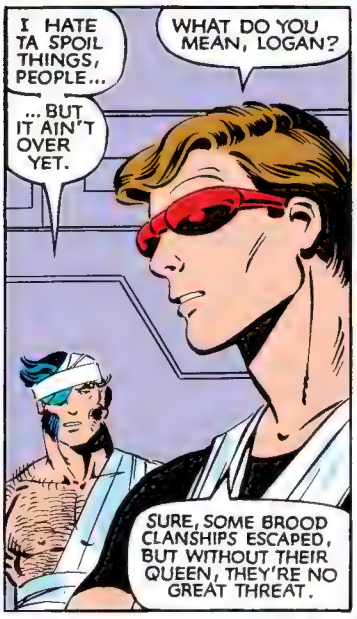
YOU BALANCE THE LIVES SACRIFICED WHEN SLEAZE-WORLD DIED WITH THOSE THAT WOULD HAVE BEEN LOST HAD WE DONE NOTHING AND ALLOWED THE ACANTI TO CONTINUE TO BE HUNTED, THE BROOD TO EXPAND. AND YOU PRAY YOU DID THE RIGHT THING.
CORSAIR...
YES, HEPZIBAH?
SURPRISE.

HELLO.


ORORO!!
YOU'RE REAL AGAIN! YOU'RE ALIVE! YOU'RE OKAY!!


AS HEALTHY AS I'VE EVER BEEN, KITTEN, COURTESY OF THE PROPHETSINGER.
THE *SOUL* OF THE PROPHETSINGER RESTORED ME, AS EASILY AS HE RESTORED YOU.
HE ASKED ME TO STAY WITH THE ACANTI-- FOR ALL HIS NEWFOUND AWARENESS AND MATURITY, HE IS STILL VERY MUCH A CHILD, MY... CHILD.
BUT I FOUND I DID NOT WANT TO LEAVE YOU. AND SO, HE LET ME GO.

WE HAVE DONE WELL, MY FRIENDS.
DARN STRAIGHT!
ORORO, WILL WE EVER SEE THE ACANTI AGAIN?
PERHAPS, KITTEN, IN OUR DREAMS.
IF YOU ASK ME, THIS CALLS FOR A CELEBRATION!
YAH! BEEN TOO LONG SINCE DECENT PARTY WAS HELD ON THIS TUB.


I HATE TA SPOIL THINGS, PEOPLE...
... BUT IT AIN'T OVER YET.
WHAT DO YOU MEAN, LOGAN?
SURE, SOME BROOD CLANSHIPS ESCAPED, BUT WITHOUT THEIR QUEEN, THEY'RE NO GREAT THREAT.

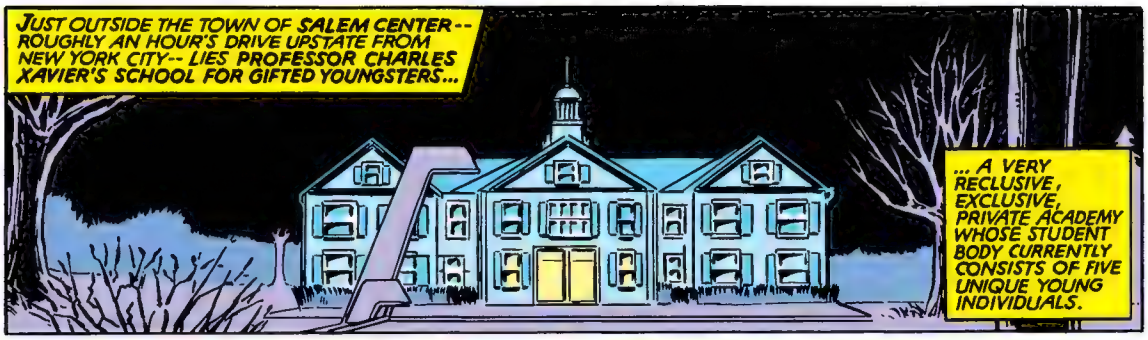
BEFORE SHE DIED, THE QUEEN BOASTED ABOUT ANOTHER ROYAL EMBRYO, ONE THAT DIRECTLY THREATENED THE EARTH ITSELF.
I FIGURE THERE'S ONLY ONE PERSON WHO COULD BE HOSTING IT:

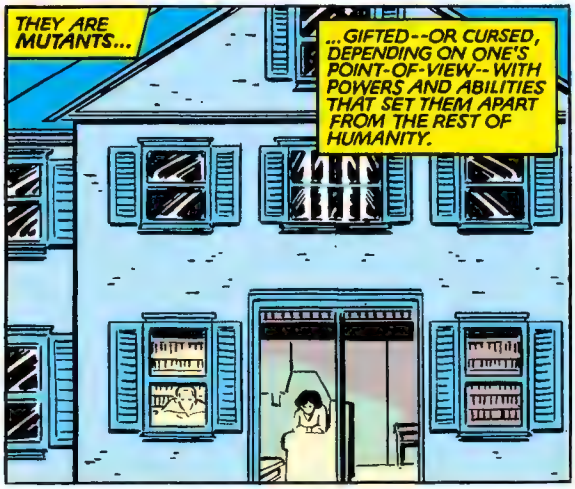
TO BE CONCLUDED IN 30 DAYS -- AS THE X-MEN MEET

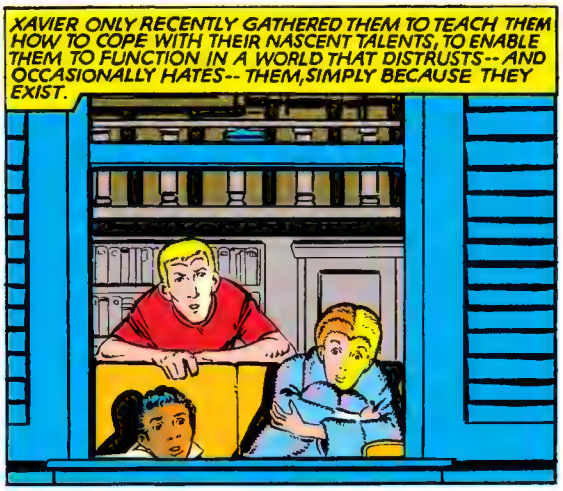
THE NEW MUTANTS IN...

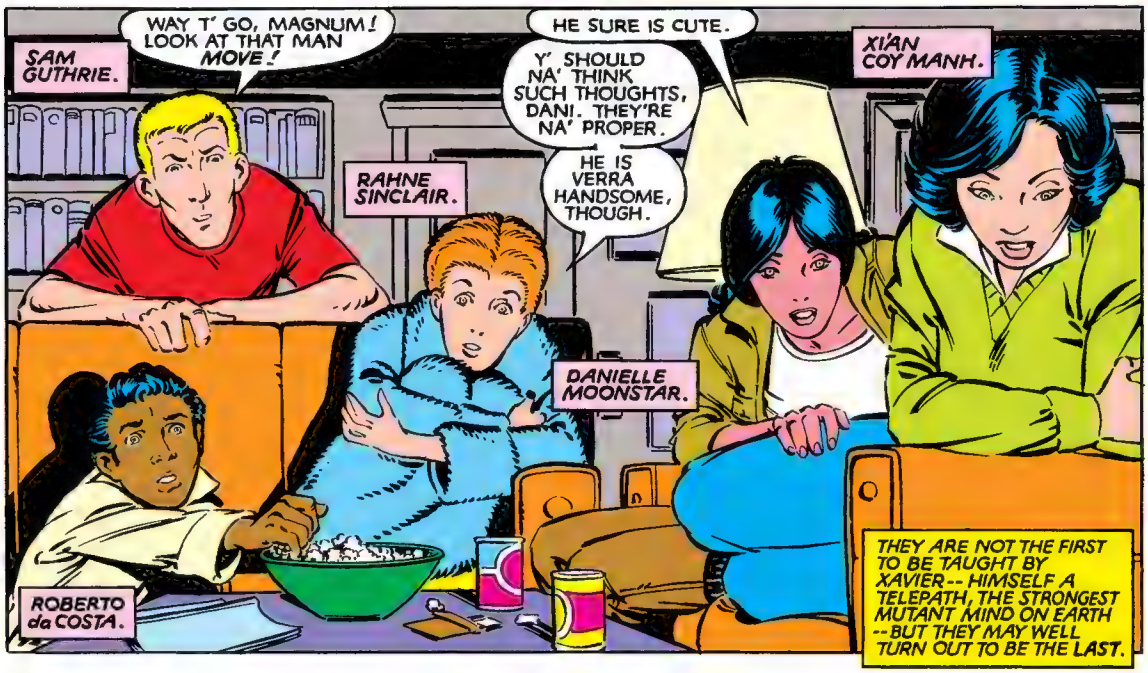
THE GOLDILOCKS SYNDROME!

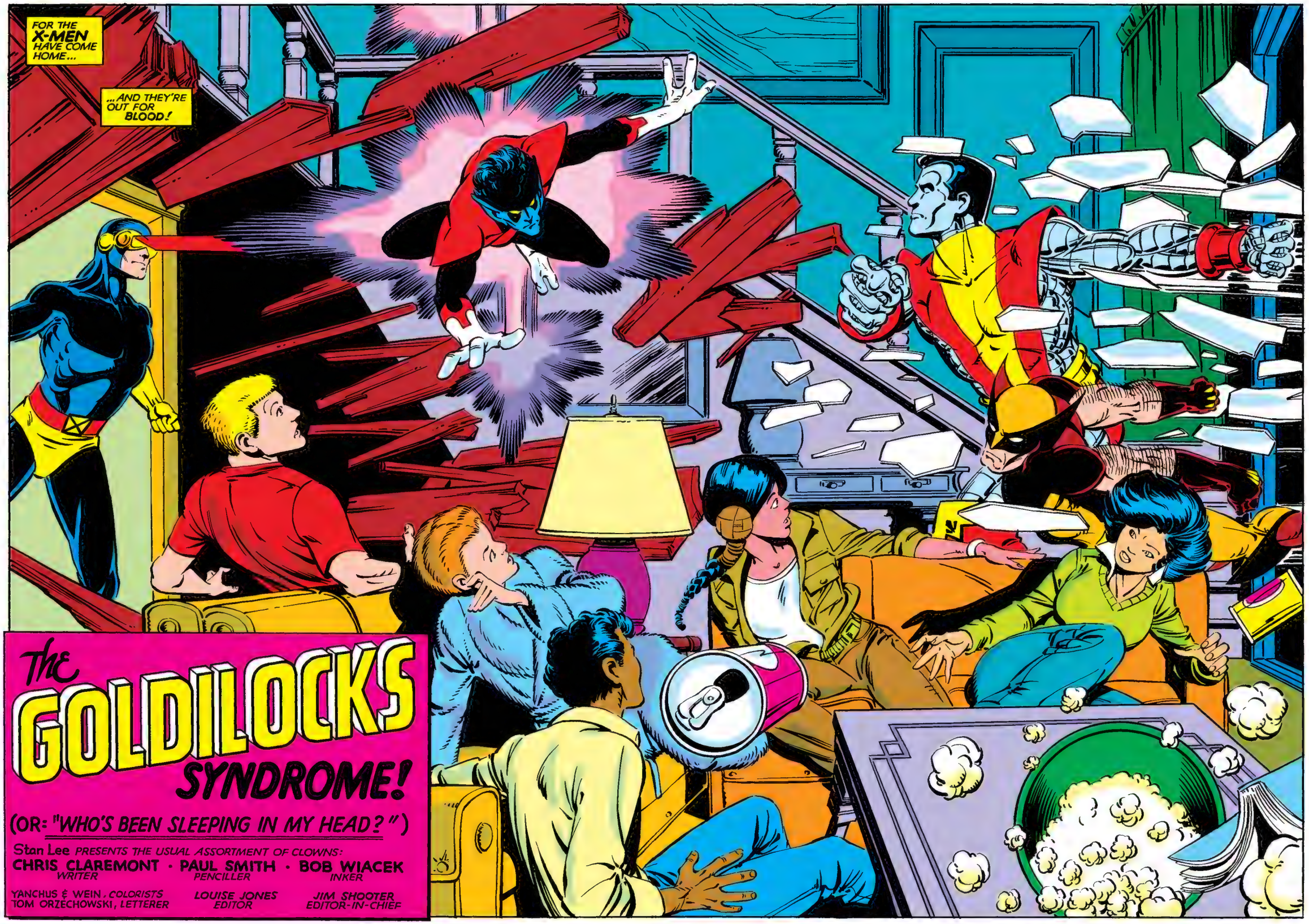
60¢
167
MAR
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM
TM
BMSmith 10.82


JUST OUTSIDE THE TOWN OF SALEM CENTER-- ROUGHLY AN HOUR'S DRIVE UPSTATE FROM NEW YORK CITY-- LIES PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS...
... A VERY RECLUSIVE, EXCLUSIVE, PRIVATE ACADEMY WHOSE STUDENT BODY CURRENTLY CONSISTS OF FIVE UNIQUE YOUNG INDIVIDUALS.


THEY ARE MUTANTS...
...GIFTED--OR CURSED, DEPENDING ON ONE'S POINT-OF-VIEW-- WITH POWERS AND ABILITIES THAT SET THEM APART FROM THE REST OF HUMANITY.


XAVIER ONLY RECENTLY GATHERED THEM TO TEACH THEM HOW TO COPE WITH THEIR NASCENT TALENTS, TO ENABLE THEM TO FUNCTION IN A WORLD THAT DISTRUSTS-- AND OCCASIONALLY HATES-- THEM, SIMPLY BECAUSE THEY EXIST.


SAM GUTHRIE.
WAY T' GO, MAGNUM! LOOK AT THAT MAN MOVE!
HE SURE IS CUTE.
Y' SHOULD NA' THINK SUCH THOUGHTS, DANI. THEY'RE NA' PROPER.
HE IS VERRA HANDSOME, THOUGH.
XI'AN COY MANH.
RAHNE SINCLAIR.
DANIELLE MOONSTAR.
ROBERTO da COSTA.
THEY ARE NOT THE FIRST TO BE TAUGHT BY XAVIER-- HIMSELF A TELEPATH, THE STRONGEST MUTANT MIND ON EARTH --BUT THEY MAY WELL TURN OUT TO BE THE LAST.



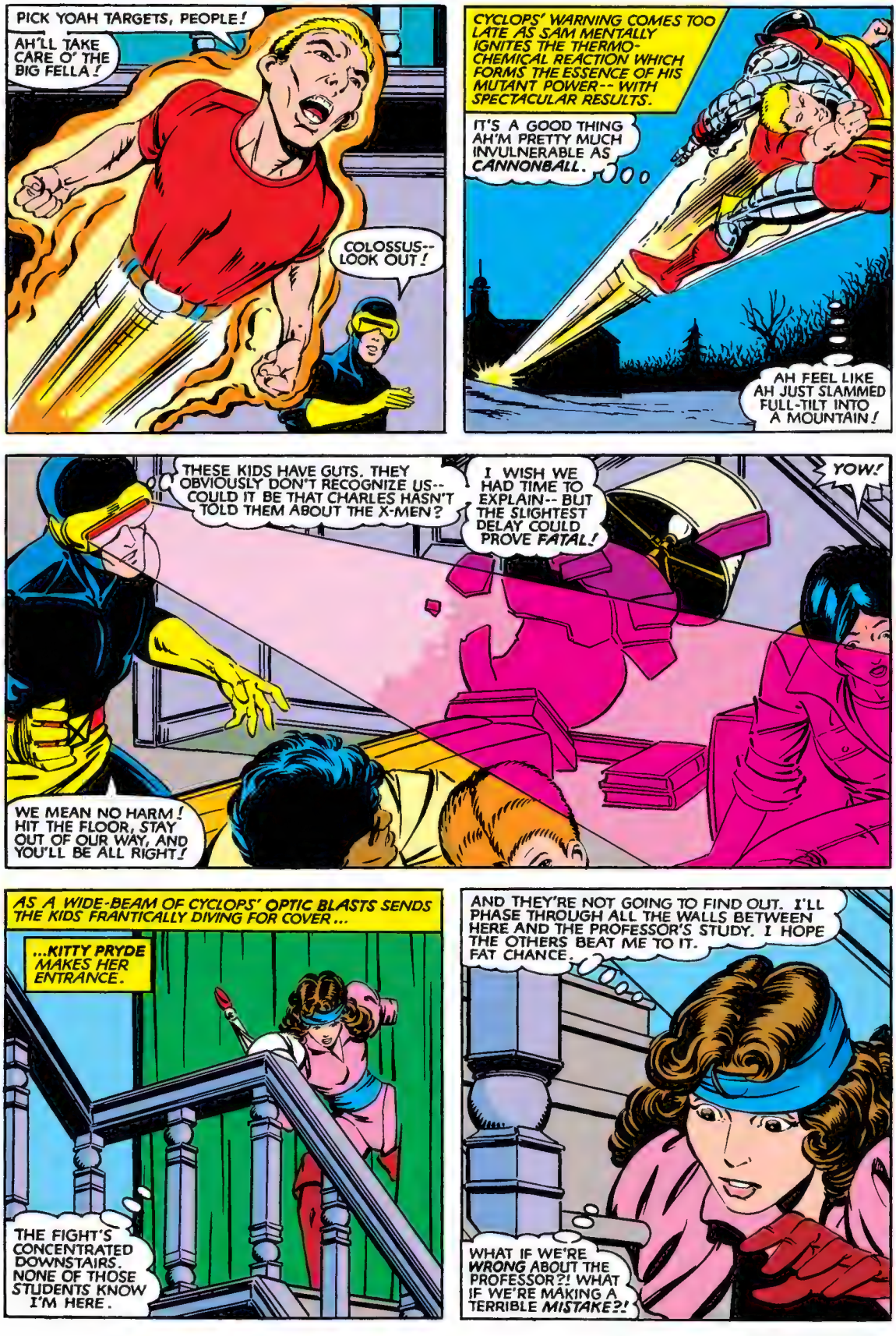
THE GOLDILOCKS SYNDROME!

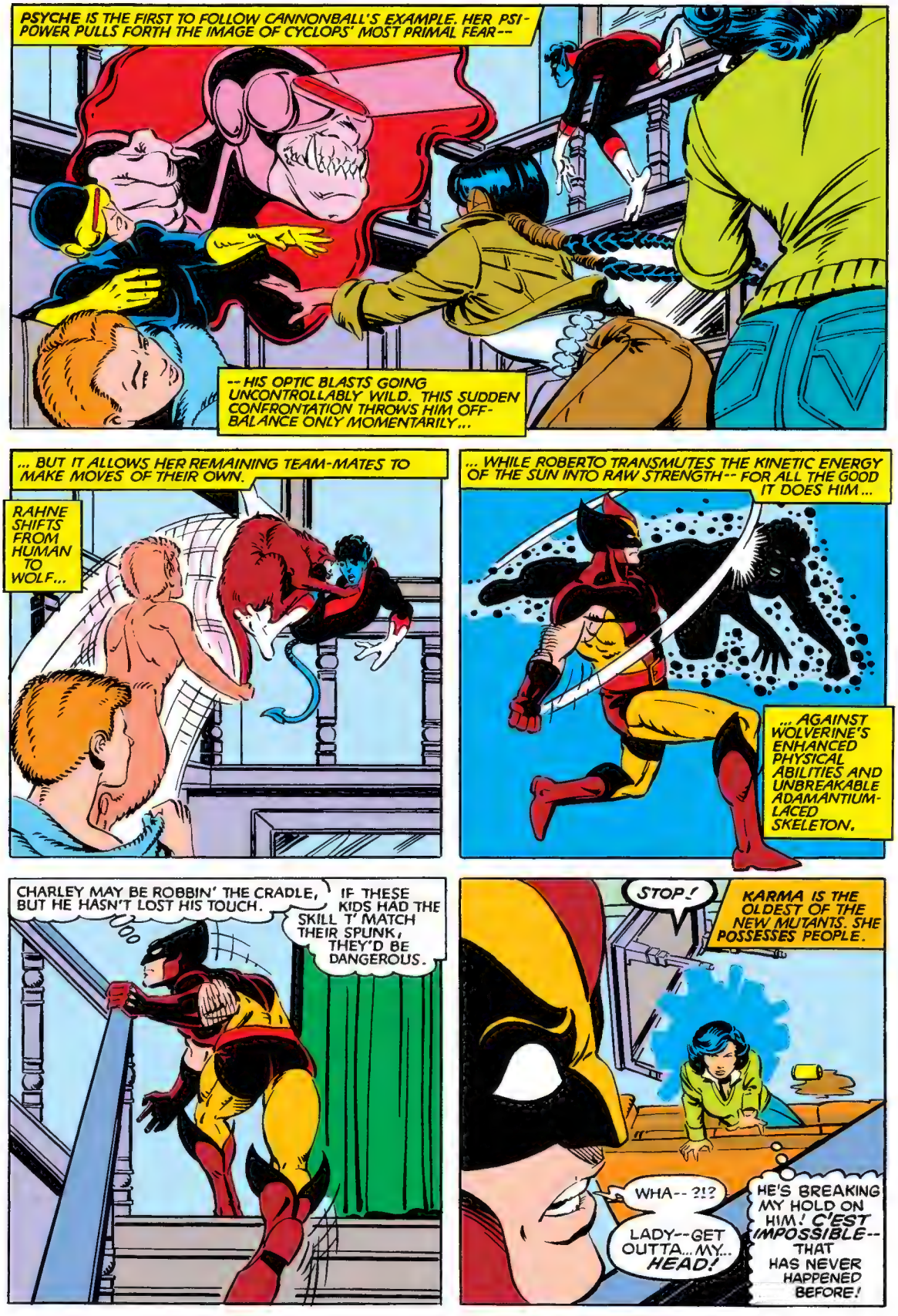
(OR: "WHO'S BEEN SLEEPING IN MY HEAD?")

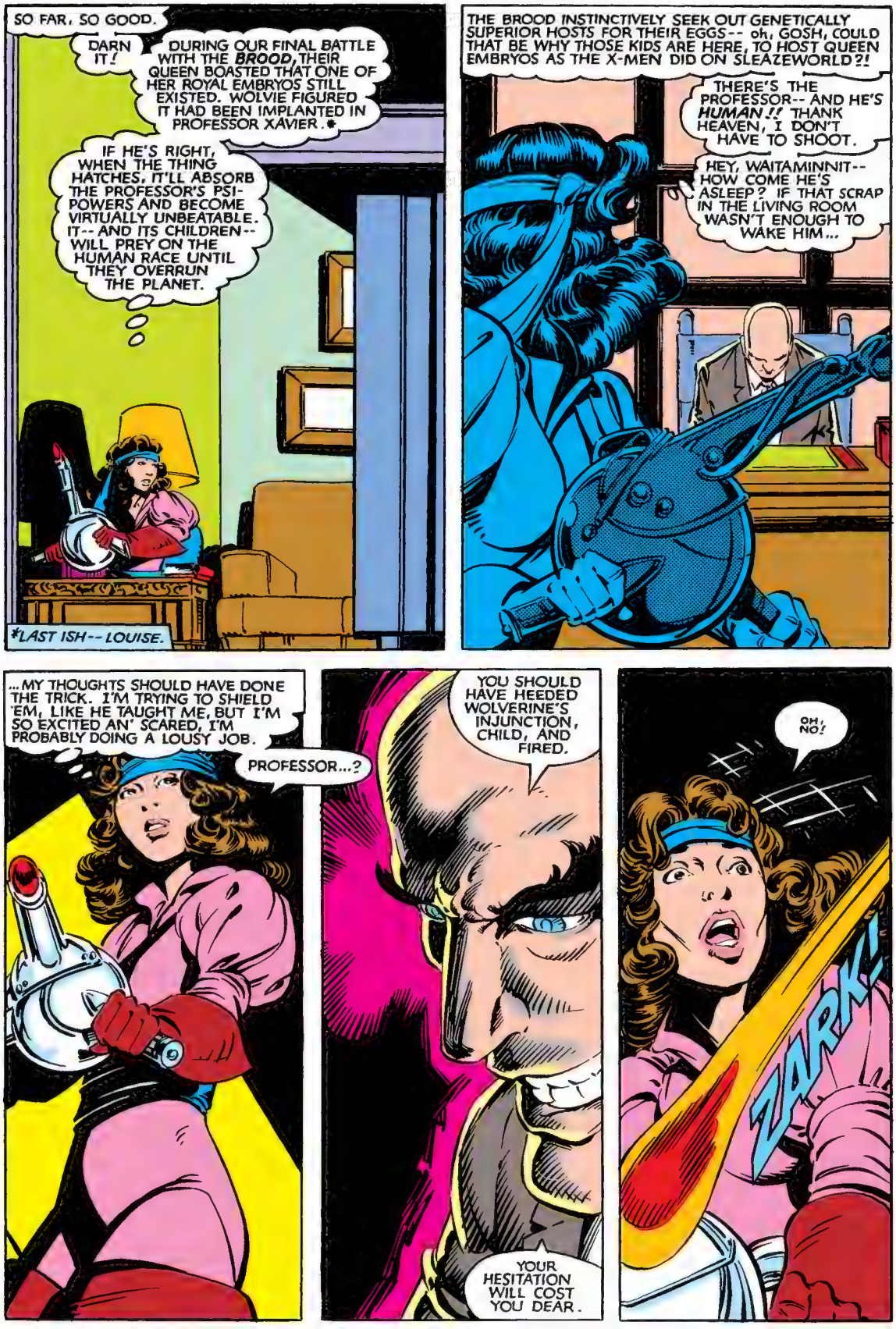
Stan Lee PRESENTS THE USUAL ASSORTMENT OF CLOWNS:

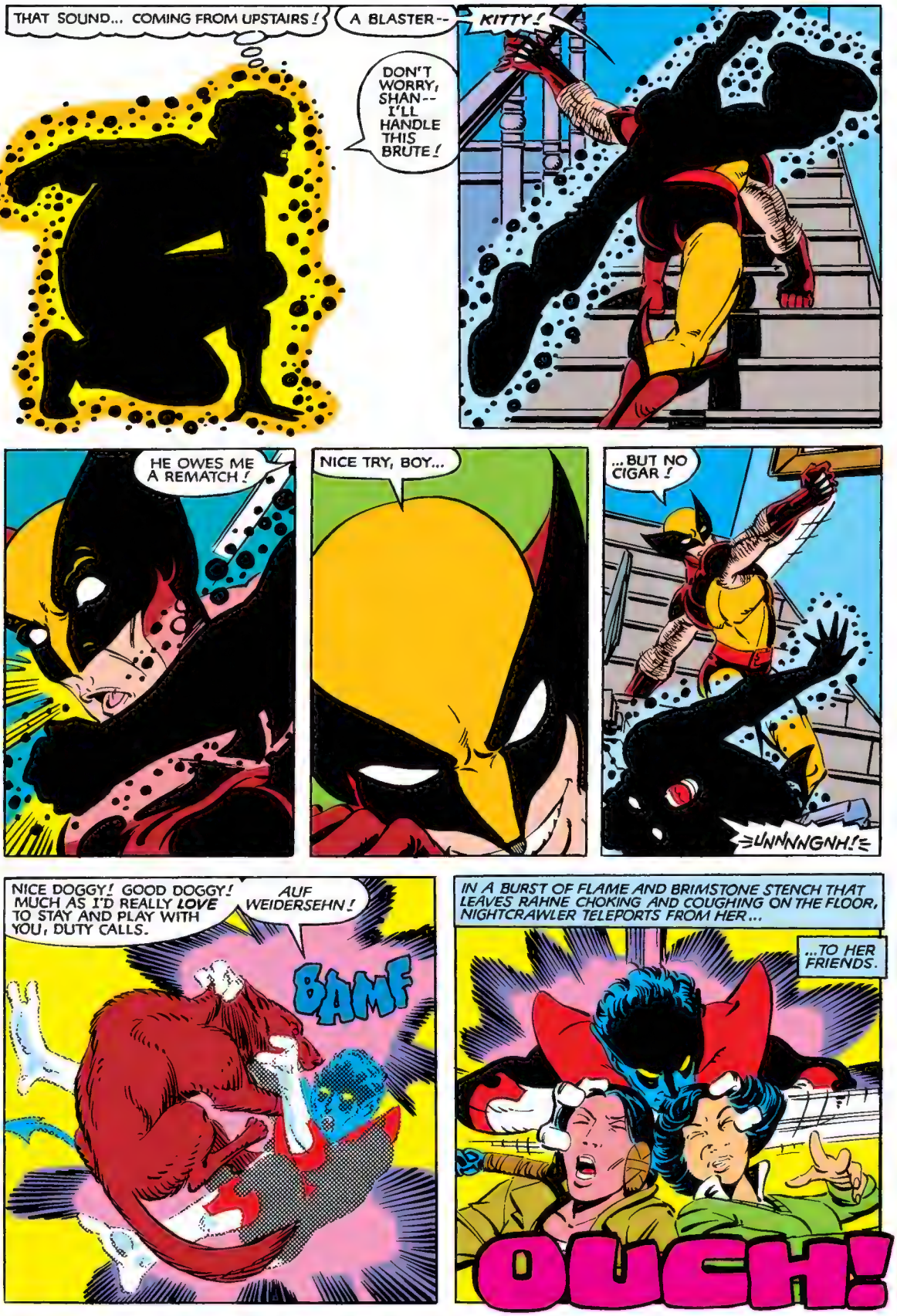
CHRIS CLAREMONT — WRITER · PAUL SMITH — PENCILLER · BOB WIACEK — INKER

YANCHUS & WEIN, COLORISTS
TOM ORZECHOWSKI, LETTERER
LOUISE JONES — EDITOR
JIM SHOOTER — EDITOR-IN-CHIEF


PICK YOAH TARGETS, PEOPLE!
AH'LL TAKE CARE O' THE BIG FELLA!
COLOSSUS-- LOOK OUT!
CYCLOPS' WARNING COMES TOO LATE AS SAM MENTALLY IGNITES THE THERMO-CHEMICAL REACTION WHICH FORMS THE ESSENCE OF HIS MUTANT POWER-- WITH SPECTACULAR RESULTS.
IT'S A GOOD THING AH'M PRETTY MUCH INVULNERABLE AS CANNONBALL...
AH FEEL LIKE AH JUST SLAMMED FULL-TILT INTO A MOUNTAIN!
THESE KIDS HAVE GUTS. THEY OBVIOUSLY DON'T RECOGNIZE US-- COULD IT BE THAT CHARLES HASN'T TOLD THEM ABOUT THE X-MEN?
I WISH WE HAD TIME TO EXPLAIN-- BUT THE SLIGHTEST DELAY COULD PROVE FATAL!
YOW!
WE MEAN NO HARM! HIT THE FLOOR, STAY OUT OF OUR WAY, AND YOU'LL BE ALL RIGHT!
AS A WIDE-BEAM OF CYCLOPS' OPTIC BLASTS SENDS THE KIDS FRANTICALLY DIVING FOR COVER...
...KITTY PRYDE MAKES HER ENTRANCE.
THE FIGHT'S CONCENTRATED DOWNSTAIRS. NONE OF THOSE STUDENTS KNOW I'M HERE.
AND THEY'RE NOT GOING TO FIND OUT. I'LL PHASE THROUGH ALL THE WALLS BETWEEN HERE AND THE PROFESSOR'S STUDY. I HOPE THE OTHERS BEAT ME TO IT. FAT CHANCE.
WHAT IF WE'RE WRONG ABOUT THE PROFESSOR?! WHAT IF WE'RE MAKING A TERRIBLE MISTAKE?!

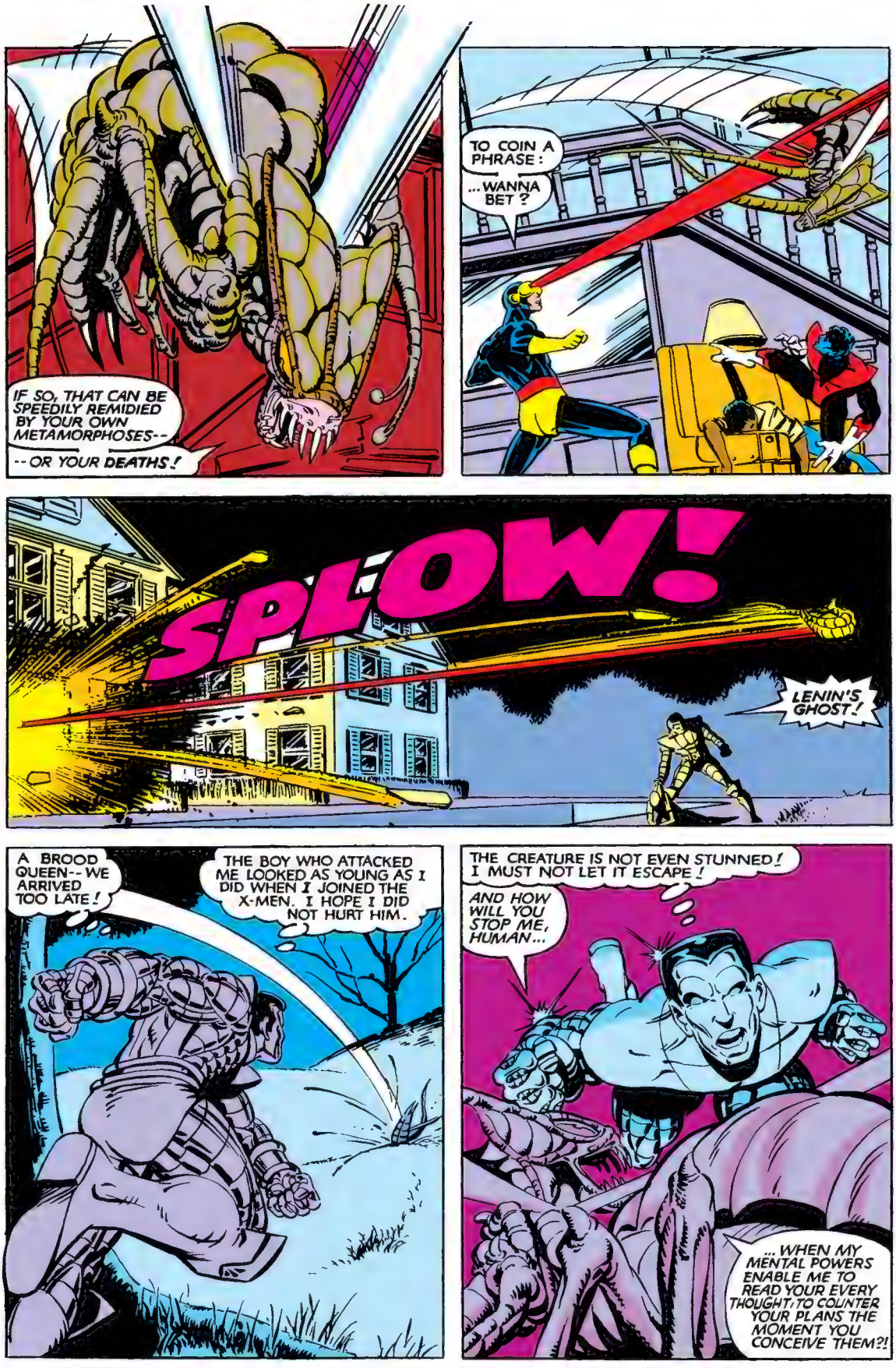

PSYCHE IS THE FIRST TO FOLLOW CANNONBALL'S EXAMPLE. HER PSI-POWER PULLS FORTH THE IMAGE OF CYCLOPS' MOST PRIMAL FEAR--
-- HIS OPTIC BLASTS GOING UNCONTROLLABLY WILD. THIS SUDDEN CONFRONTATION THROWS HIM OFF-BALANCE ONLY MOMENTARILY...
... BUT IT ALLOWS HER REMAINING TEAM-MATES TO MAKE MOVES OF THEIR OWN.
RAHNE SHIFTS FROM HUMAN TO WOLF...
... WHILE ROBERTO TRANSMUTES THE KINETIC ENERGY OF THE SUN INTO RAW STRENGTH-- FOR ALL THE GOOD IT DOES HIM...
... AGAINST WOLVERINE'S ENHANCED PHYSICAL ABILITIES AND UNBREAKABLE ADAMANTIUM-LACED SKELETON.
CHARLEY MAY BE ROBBIN' THE CRADLE, BUT HE HASN'T LOST HIS TOUCH.
IF THESE KIDS HAD THE SKILL T' MATCH THEIR SPUNK, THEY'D BE DANGEROUS.
STOP!
KARMA IS THE OLDEST OF THE NEW MUTANTS. SHE POSSESSES PEOPLE.
WHA-- ?!?
LADY--GET OUTTA... MY... HEAD!
HE'S BREAKING MY HOLD ON HIM! C'EST IMPOSSIBLE-- THAT HAS NEVER HAPPENED BEFORE!

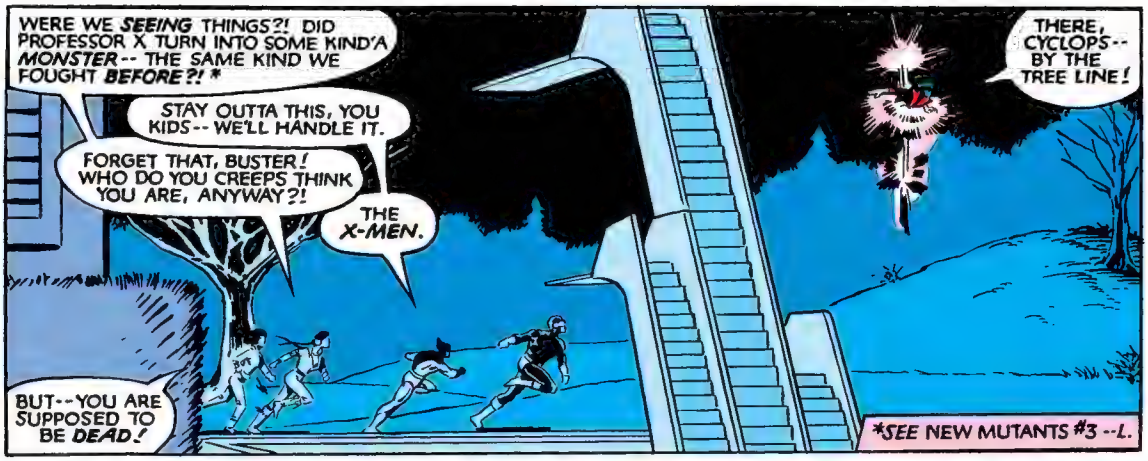

SO FAR, SO GOOD.
DARN IT!
DURING OUR FINAL BATTLE WITH THE BROOD, THEIR QUEEN BOASTED THAT ONE OF HER ROYAL EMBRYOS STILL EXISTED. WOLVIE FIGURED IT HAD BEEN IMPLANTED IN PROFESSOR XAVIER.*
IF HE'S RIGHT, WHEN THE THING HATCHES, IT'LL ABSORB THE PROFESSOR'S PSI-POWERS AND BECOME VIRTUALLY UNBEATABLE. IT-- AND ITS CHILDREN-- WILL PREY ON THE HUMAN RACE UNTIL THEY OVERRUN THE PLANET.
*LAST ISH-- LOUISE.
THE BROOD INSTINCTIVELY SEEK OUT GENETICALLY SUPERIOR HOSTS FOR THEIR EGGS-- oh, GOSH, COULD THAT BE WHY THOSE KIDS ARE HERE, TO HOST QUEEN EMBRYOS AS THE X-MEN DID ON SLEAZEWORLD?!
THERE'S THE PROFESSOR-- AND HE'S HUMAN!! THANK HEAVEN, I DON'T HAVE TO SHOOT.
HEY, WAITAMINNIT-- HOW COME HE'S ASLEEP? IF THAT SCRAP IN THE LIVING ROOM WASN'T ENOUGH TO WAKE HIM...
...MY THOUGHTS SHOULD HAVE DONE THE TRICK. I'M TRYING TO SHIELD 'EM, LIKE HE TAUGHT ME, BUT I'M SO EXCITED AN' SCARED, I'M PROBABLY DOING A LOUSY JOB.
PROFESSOR...?
YOU SHOULD HAVE HEEDED WOLVERINE'S INJUNCTION, CHILD, AND FIRED.
YOUR HESITATION WILL COST YOU DEAR.
OH, NO!
ZARK!

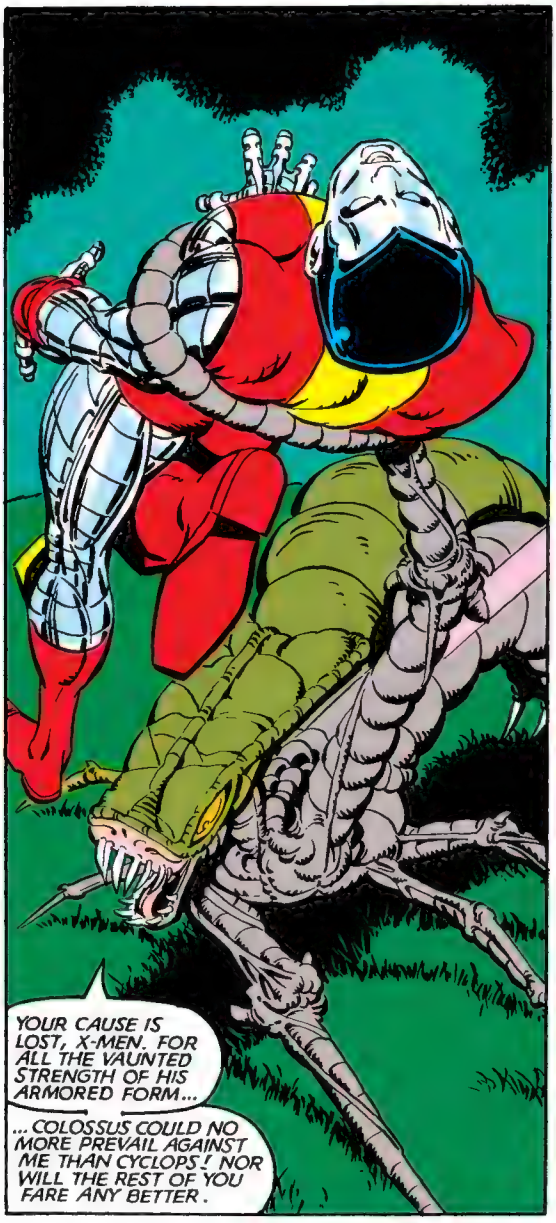

THAT SOUND... COMING FROM UPSTAIRS!
A BLASTER--
KITTY!
DON'T WORRY, SHAN-- I'LL HANDLE THIS BRUTE!
HE OWES ME A REMATCH!
NICE TRY, BOY...
...BUT NO CIGAR!
=UNNNGNH!=
NICE DOGGY! GOOD DOGGY! MUCH AS I'D REALLY LOVE TO STAY AND PLAY WITH YOU, DUTY CALLS.
AUF WEIDERSEHN!
BAMF
IN A BURST OF FLAME AND BRIMSTONE STENCH THAT LEAVES RAHNE CHOKING AND COUGHING ON THE FLOOR, NIGHTCRAWLER TELEPORTS FROM HER...
...TO HER FRIENDS.
OUCH!

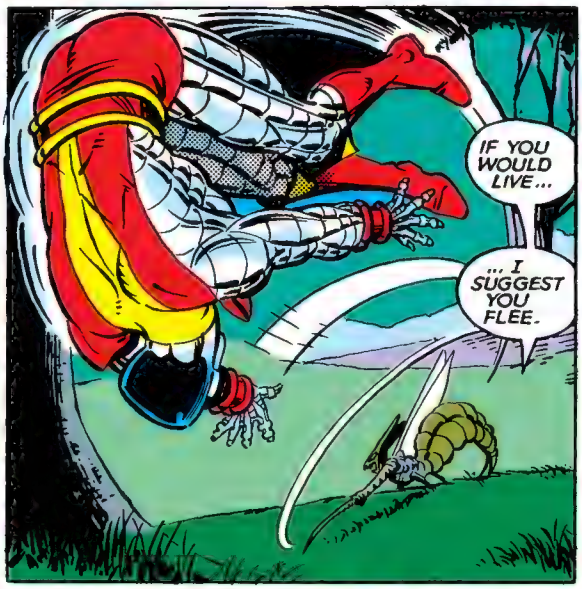
BUT THEN...
KITTY!
GREETINGS, X-MEN.
WHAT A PLEASANT SURPRISE! I HAVE LONG HOPED FOR SUCH A MEETING, BUT DESPAIRED OF IT EVER COMING TO PASS.
YOU NEED NOT FEAR FOR THE YOUNGLING -- SHE IS BEYOND HELP --

--FEAR RATHER FOR YOURSELVES!
THE X-MEN HAVE SEEN THIS BEFORE-- AND UNDERGONE IT, TO AN EXTENT--
--BUT TIME AND EXPERIENCE HAVE NOT DIMINISHED THE HORROR AS THIS MAN THEY KNOW AND LOVE IS TRANSFORMED BEFORE THEIR EYES.
THEY DO NOT ACT-- BUT MERELY STAND, WATCHING IN MUTE DISBELIEF.
IN A TWINKLING, IT IS OVER.
CHARLES XAVIER IS NO MORE.
IN HIS PLACE STANDS A YOUNG QUEEN OF THE BROOD.
DOES MY FORM DISPLEASE YOU, X-MEN?

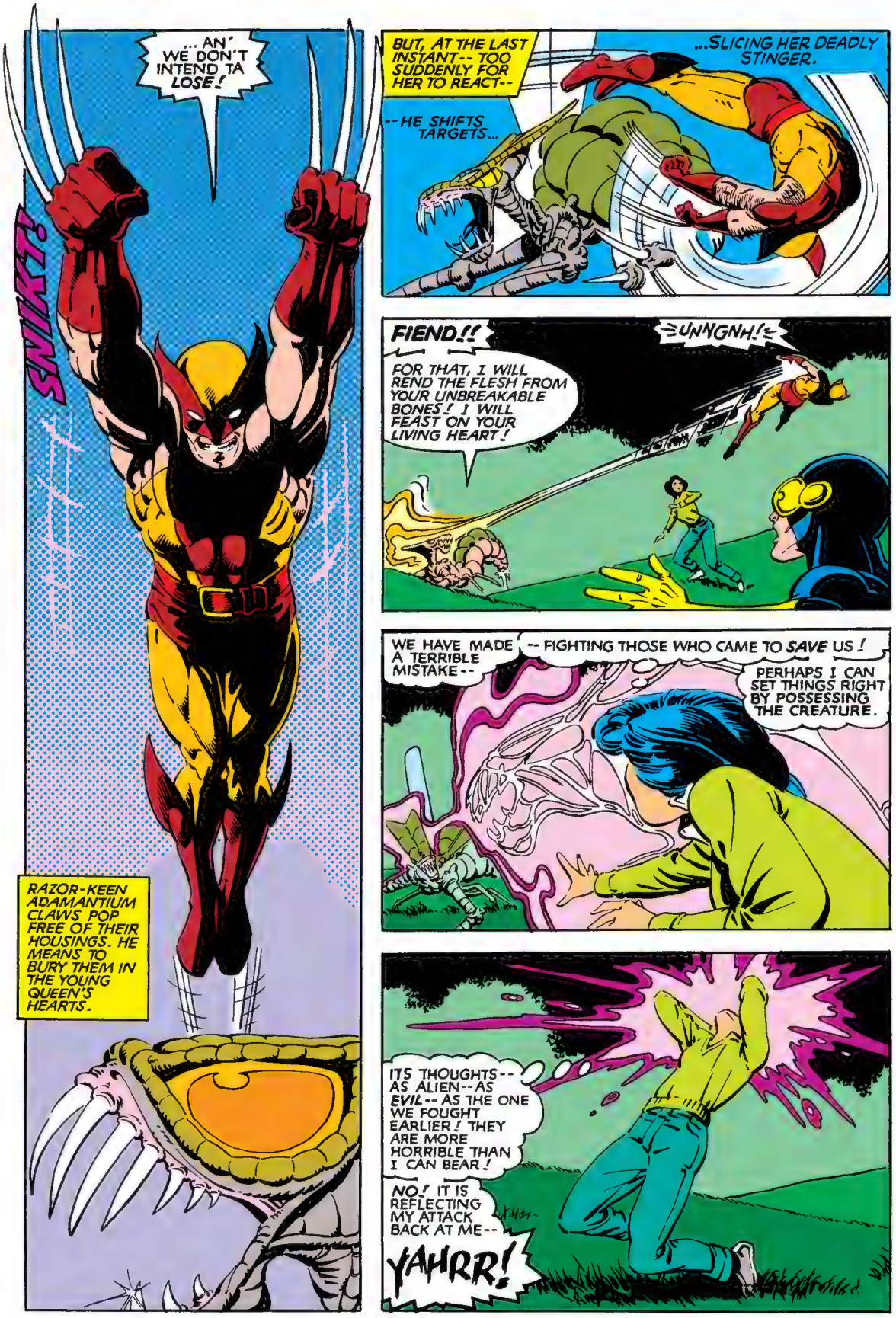

IF SO, THAT CAN BE SPEEDILY REMEDIED BY YOUR OWN METAMORPHOSES--
--OR YOUR DEATHS!
TO COIN A PHRASE:
...WANNA BET?
SPLOW!
LENIN'S GHOST!
A BROOD QUEEN-- WE ARRIVED TOO LATE!
THE BOY WHO ATTACKED ME LOOKED AS YOUNG AS I DID WHEN I JOINED THE X-MEN. I HOPE I DID NOT HURT HIM.
THE CREATURE IS NOT EVEN STUNNED! I MUST NOT LET IT ESCAPE!
AND HOW WILL YOU STOP ME, HUMAN...
...WHEN MY MENTAL POWERS ENABLE ME TO READ YOUR EVERY THOUGHT, TO COUNTER YOUR PLANS THE MOMENT YOU CONCEIVE THEM?!

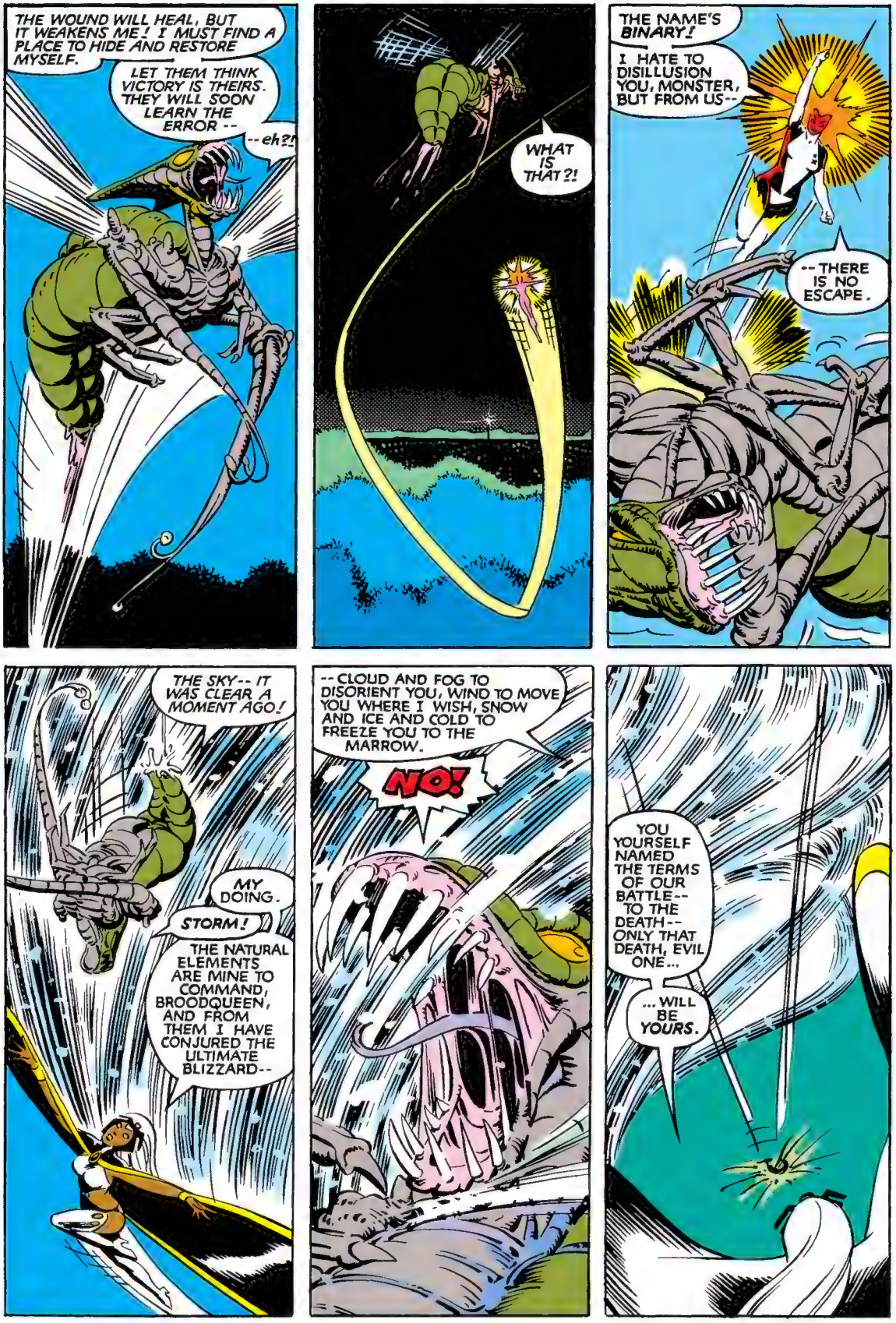

WERE WE SEEING THINGS?! DID PROFESSOR X TURN INTO SOME KIND'A MONSTER -- THE SAME KIND WE FOUGHT BEFORE?! *
STAY OUTTA THIS, YOU KIDS -- WE'LL HANDLE IT.
FORGET THAT, BUSTER! WHO DO YOU CREEPS THINK YOU ARE, ANYWAY?!
THE X-MEN.
BUT--YOU ARE SUPPOSED TO BE DEAD!
THERE, CYCLOPS -- BY THE TREE LINE!
*SEE NEW MUTANTS #3 --L.


YOUR CAUSE IS LOST, X-MEN. FOR ALL THE VAUNTED STRENGTH OF HIS ARMORED FORM...
... COLOSSUS COULD NO MORE PREVAIL AGAINST ME THAN CYCLOPS! NOR WILL THE REST OF YOU FARE ANY BETTER.

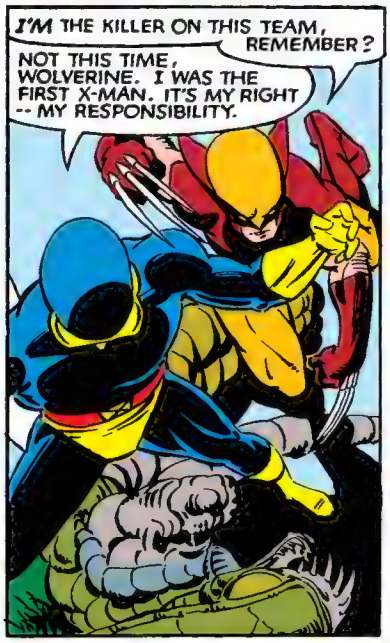

IF YOU WOULD LIVE...
... I SUGGEST YOU FLEE.

SOUNDS LIKE SENSIBLE ADVICE -- THE KIND I BEEN IGNORIN' SINCE I WAS BORN.
WE'VE COME A FAR PIECE FOR THIS SCRAP, SLEAZY...


... AN' WE DON'T INTEND TA LOSE!
SNIKT!
RAZOR-KEEN ADAMANTIUM CLAWS POP FREE OF THEIR HOUSINGS. HE MEANS TO BURY THEM IN THE YOUNG QUEEN'S HEARTS.
BUT, AT THE LAST INSTANT-- TOO SUDDENLY FOR HER TO REACT--
--HE SHIFTS TARGETS...
...SLICING HER DEADLY STINGER.
FIEND!!
FOR THAT, I WILL REND THE FLESH FROM YOUR UNBREAKABLE BONES! I WILL FEAST ON YOUR LIVING HEART!
=UNNGNH!=
WE HAVE MADE A TERRIBLE MISTAKE--
-- FIGHTING THOSE WHO CAME TO SAVE US!
PERHAPS I CAN SET THINGS RIGHT BY POSSESSING THE CREATURE.
ITS THOUGHTS-- AS ALIEN--AS EVIL-- AS THE ONE WE FOUGHT EARLIER! THEY ARE MORE HORRIBLE THAN I CAN BEAR!
NO! IT IS REFLECTING MY ATTACK BACK AT ME--
YAHRR!


THE WOUND WILL HEAL, BUT IT WEAKENS ME! I MUST FIND A PLACE TO HIDE AND RESTORE MYSELF.
LET THEM THINK VICTORY IS THEIRS. THEY WILL SOON LEARN THE ERROR --
--eh?!
WHAT IS THAT?!
THE NAME'S BINARY!
I HATE TO DISILLUSION YOU, MONSTER, BUT FROM US--
--THERE IS NO ESCAPE.
THE SKY-- IT WAS CLEAR A MOMENT AGO!
MY DOING.
STORM!
THE NATURAL ELEMENTS ARE MINE TO COMMAND, BROODQUEEN, AND FROM THEM I HAVE CONJURED THE ULTIMATE BLIZZARD--
-- CLOUD AND FOG TO DISORIENT YOU, WIND TO MOVE YOU WHERE I WISH, SNOW AND ICE AND COLD TO FREEZE YOU TO THE MARROW.
NO!
YOU YOURSELF NAMED THE TERMS OF OUR BATTLE-- TO THE DEATH-- ONLY THAT DEATH, EVIL ONE...
... WILL BE YOURS.

NICE WORK, ORORO.
THE QUEEN ISN'T MOVING, IS SHE DEAD?
IF SHE ISN'T KURT, SHE SOON WILL BE.
I COULD HAVE SLAIN HER WITH A LIGHTNING BOLT...
...BUT I COULD NOT BRING MYSELF TO DO IT.
NO SHAME IN BEIN' WHAT YOU ARE, DARLIN'.

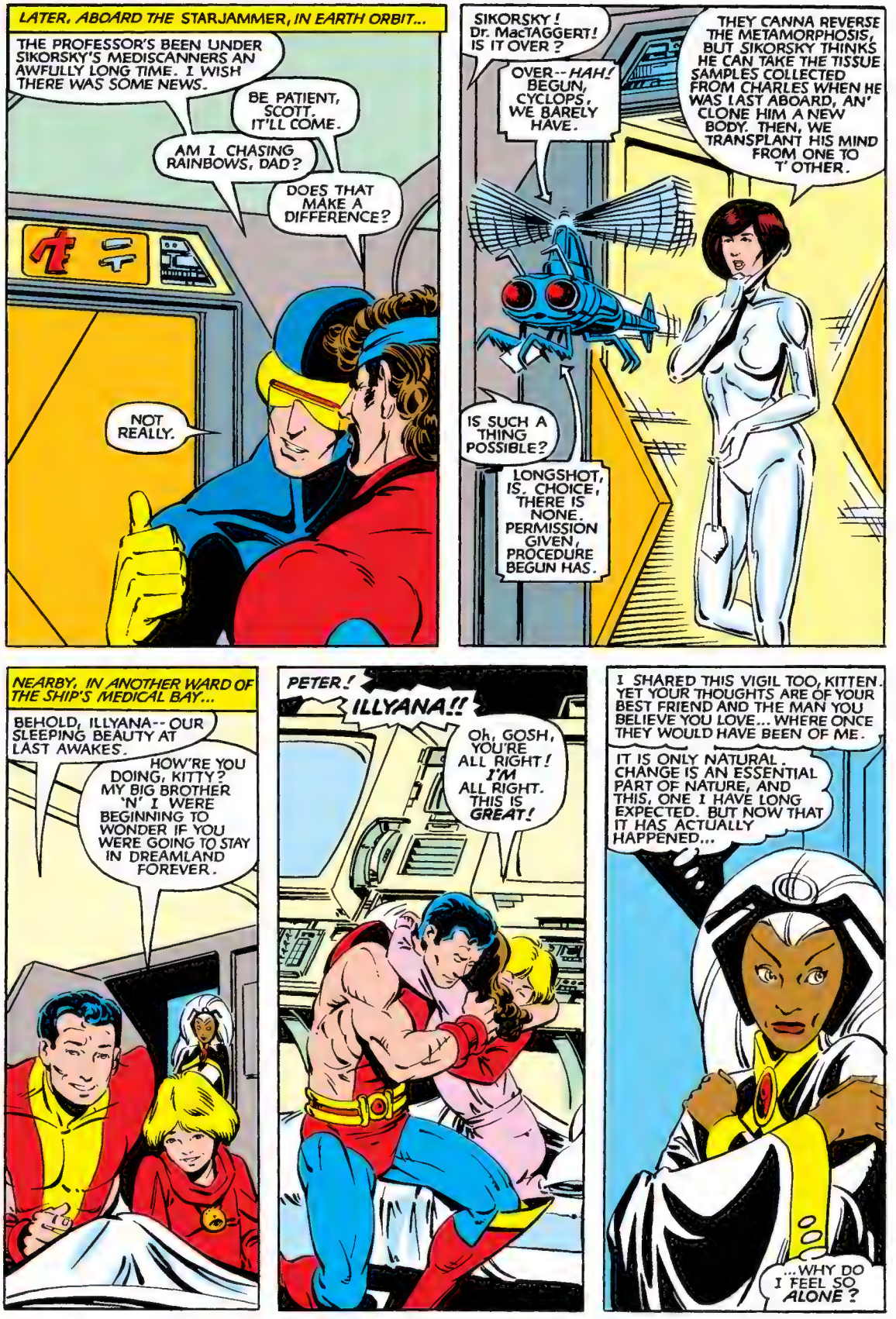

I'M THE KILLER ON THIS TEAM, REMEMBER?
NOT THIS TIME, WOLVERINE. I WAS THE FIRST X-MAN. IT'S MY RIGHT -- MY RESPONSIBILITY.

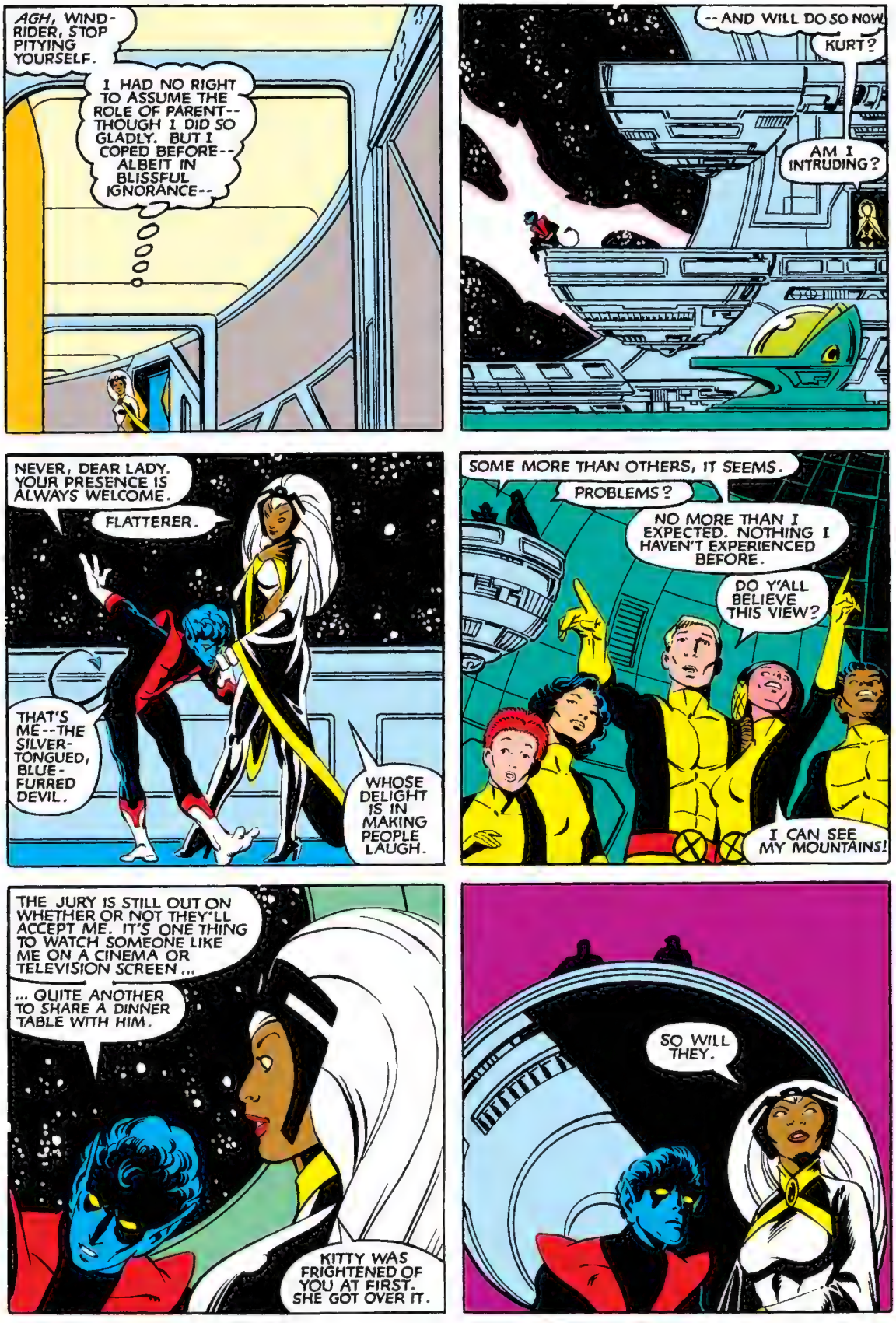
FORGIVE ME, PROFESSOR. IF THERE WAS ANY ALTERNATIVE...
THERE IS... NONE, SCOTT...
PROFESSOR?!?
Y-YES. MENTAL TRANSFORMATION... INCOMPLETE...

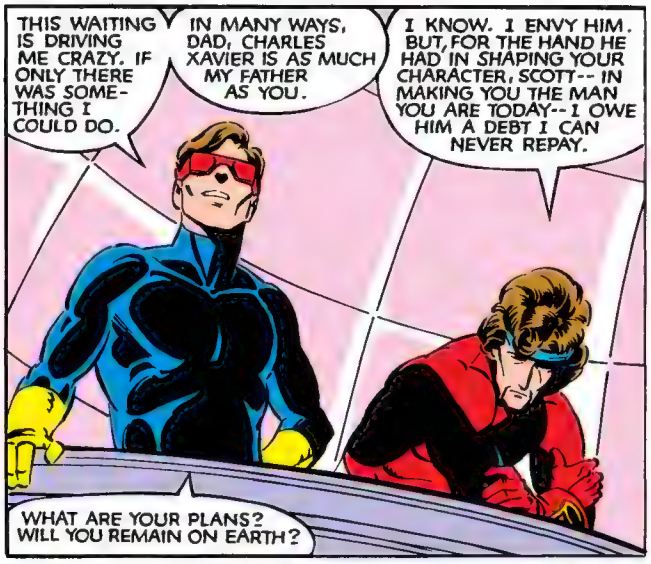
...BEEN RESISTING... ALL MY MIGHT... SHOCK OF STORM'S ASSAULT ENABLED ME... TO GAIN UPPER HAND. EVENTUALLY, THOUGH, BROOD PERSONA WILL OVERWHELM ME.
THAT MUST NOT COME TO PASS. FOR THE GOOD OF EARTH, OF HUMANITY...
...KILL ME, SCOTT, I BEG YOU!
YOU HEARD THE MAN.

I ALSO HEARD PHOENIX PLAY THIS RIFF BEFORE SHE DIED! I NEVER HAD A CHANCE TO SAVE THE WOMAN I LOVED.
I'M DAMNED IF I'M GOING TO WATCH CHARLES XAVIER GO THE SAME WAY.

SO LONG AS THERE'S HOPE -- NO MATTER HOW SLIGHT -- THE X-MEN FIGHT TO PRESERVE LIFE. TO CREATE, RATHER THAN DESTROY.
ANY OBJECTIONS?
LOTS.
NONE.
SO THAT'S CYCLOPS.
WOW!


LATER, ABOARD THE STARJAMMER, IN EARTH ORBIT...
THE PROFESSOR'S BEEN UNDER SIKORSKY'S MEDISCANNERS AN AWFULLY LONG TIME. I WISH THERE WAS SOME NEWS.
BE PATIENT, SCOTT. IT'LL COME.
AM I CHASING RAINBOWS, DAD?
DOES THAT MAKE A DIFFERENCE?
NOT REALLY.
SIKORSKY! Dr. MacTAGGERT! IS IT OVER?
OVER--HAH! BEGUN, CYCLOPS, WE BARELY HAVE.
THEY CANNA REVERSE THE METAMORPHOSIS, BUT SIKORSKY THINKS HE CAN TAKE THE TISSUE SAMPLES COLLECTED FROM CHARLES WHEN HE WAS LAST ABOARD, AN' CLONE HIM A NEW BODY. THEN, WE TRANSPLANT HIS MIND FROM ONE TO T' OTHER.
IS SUCH A THING POSSIBLE?
LONGSHOT, IS, CHOICE, THERE IS NONE. PERMISSION GIVEN, PROCEDURE BEGUN HAS.
NEARBY, IN ANOTHER WARD OF THE SHIP'S MEDICAL BAY...
BEHOLD, ILLYANA--OUR SLEEPING BEAUTY AT LAST AWAKES.
HOW'RE YOU DOING, KITTY? MY BIG BROTHER 'N' I WERE BEGINNING TO WONDER IF YOU WERE GOING TO STAY IN DREAMLAND FOREVER.
PETER!
ILLYANA!!
Oh, GOSH, YOU'RE ALL RIGHT! I'M ALL RIGHT. THIS IS GREAT!
I SHARED THIS VIGIL TOO, KITTEN. YET YOUR THOUGHTS ARE OF YOUR BEST FRIEND AND THE MAN YOU BELIEVE YOU LOVE... WHERE ONCE THEY WOULD HAVE BEEN OF ME.
IT IS ONLY NATURAL. CHANGE IS AN ESSENTIAL PART OF NATURE, AND THIS, ONE I HAVE LONG EXPECTED. BUT NOW THAT IT HAS ACTUALLY HAPPENED...
...WHY DO I FEEL SO ALONE?


AGH, WIND-RIDER, STOP PITYING YOURSELF.
I HAD NO RIGHT TO ASSUME THE ROLE OF PARENT--THOUGH I DID SO GLADLY. BUT I COPED BEFORE--ALBEIT IN BLISSFUL IGNORANCE--
-- AND WILL DO SO NOW, KURT?
AM I INTRUDING?
NEVER, DEAR LADY. YOUR PRESENCE IS ALWAYS WELCOME.
FLATTERER.
THAT'S ME--THE SILVER-TONGUED, BLUE-FURRED DEVIL.
WHOSE DELIGHT IS IN MAKING PEOPLE LAUGH.
SOME MORE THAN OTHERS, IT SEEMS.
PROBLEMS?
NO MORE THAN I EXPECTED. NOTHING I HAVEN'T EXPERIENCED BEFORE.
DO Y'ALL BELIEVE THIS VIEW?
I CAN SEE MY MOUNTAINS!
THE JURY IS STILL OUT ON WHETHER OR NOT THEY'LL ACCEPT ME. IT'S ONE THING TO WATCH SOMEONE LIKE ME ON A CINEMA OR TELEVISION SCREEN...
... QUITE ANOTHER TO SHARE A DINNER TABLE WITH HIM.
KITTY WAS FRIGHTENED OF YOU AT FIRST. SHE GOT OVER IT.
SO WILL THEY.

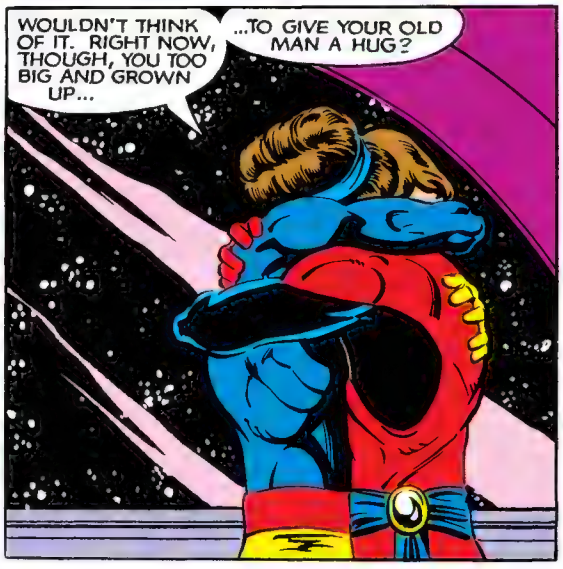

THIS WAITING IS DRIVING ME CRAZY. IF ONLY THERE WAS SOMETHING I COULD DO.
IN MANY WAYS, DAD, CHARLES XAVIER IS AS MUCH MY FATHER AS YOU.
I KNOW. I ENVY HIM. BUT, FOR THE HAND HE HAD IN SHAPING YOUR CHARACTER, SCOTT-- IN MAKING YOU THE MAN YOU ARE TODAY--I OWE HIM A DEBT I CAN NEVER REPAY.
WHAT ARE YOUR PLANS? WILL YOU REMAIN ON EARTH?

FOR AWHILE. THERE ARE PEOPLE TO SEE, YEARS TO CATCH UP ON-- BUT THOSE YEARS ARE THE MAIN REASON WHY, IN THE END, I'LL RETURN TO SPACE.
I'VE BEEN AWAY TOO LONG, SCOTT-- THIS ISN'T THE WORLD I REMEMBER-- I'M DECADES BEHIND THE TIMES YET CENTURIES AHEAD OF THEM. CHRISTOPHER SUMMERS-- MAJOR, U.S. AIR FORCE-- IS NO MORE. I'M *CORSAIR*.
EARTH ISN'T MY HOME ANYMORE, THE *STARJAMMER* IS.

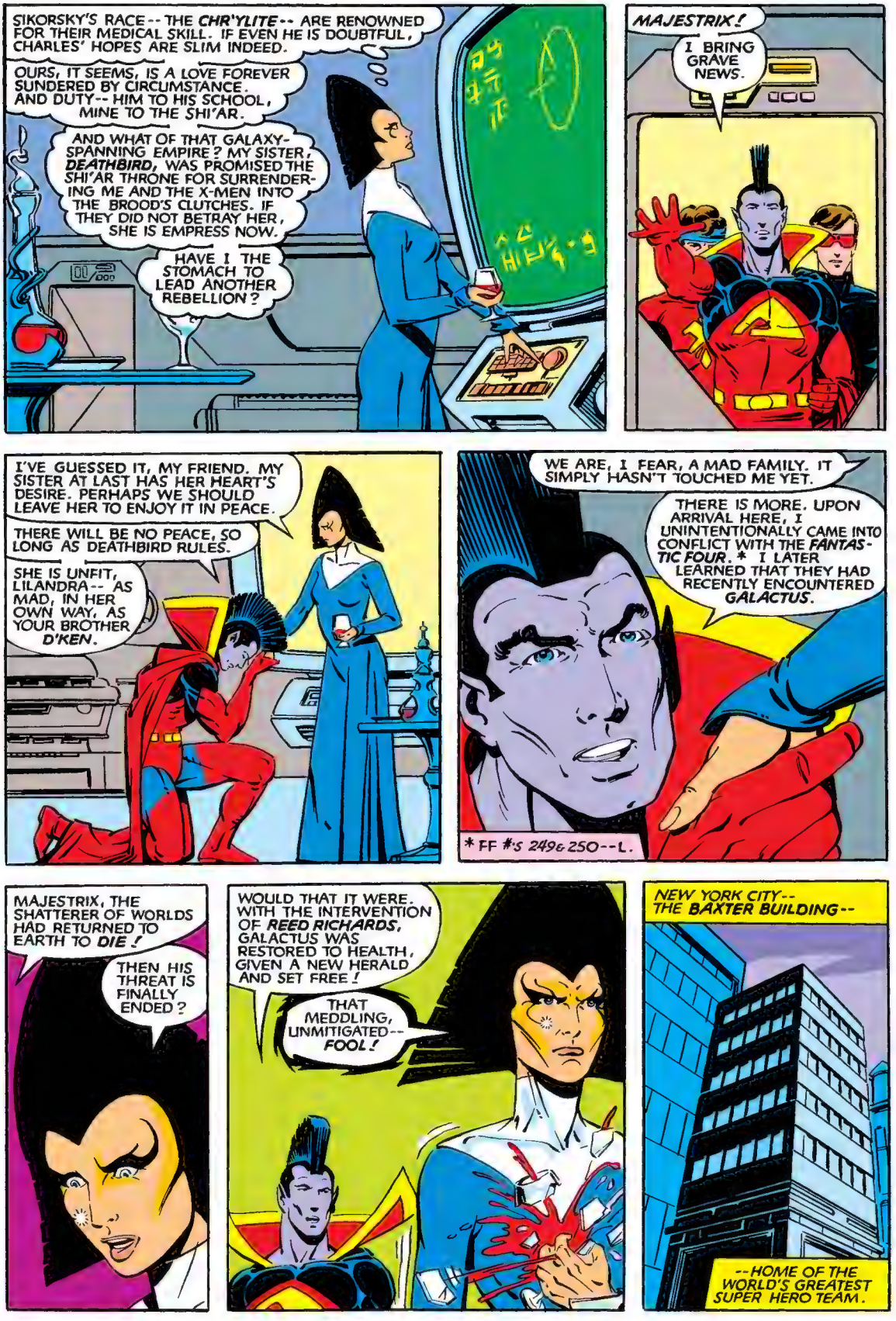
WHEN YOU LEAVE...
...WILL YOU TAKE ME WITH YOU?
IF THAT'S WHAT YOU WANT, THEN GLADLY.

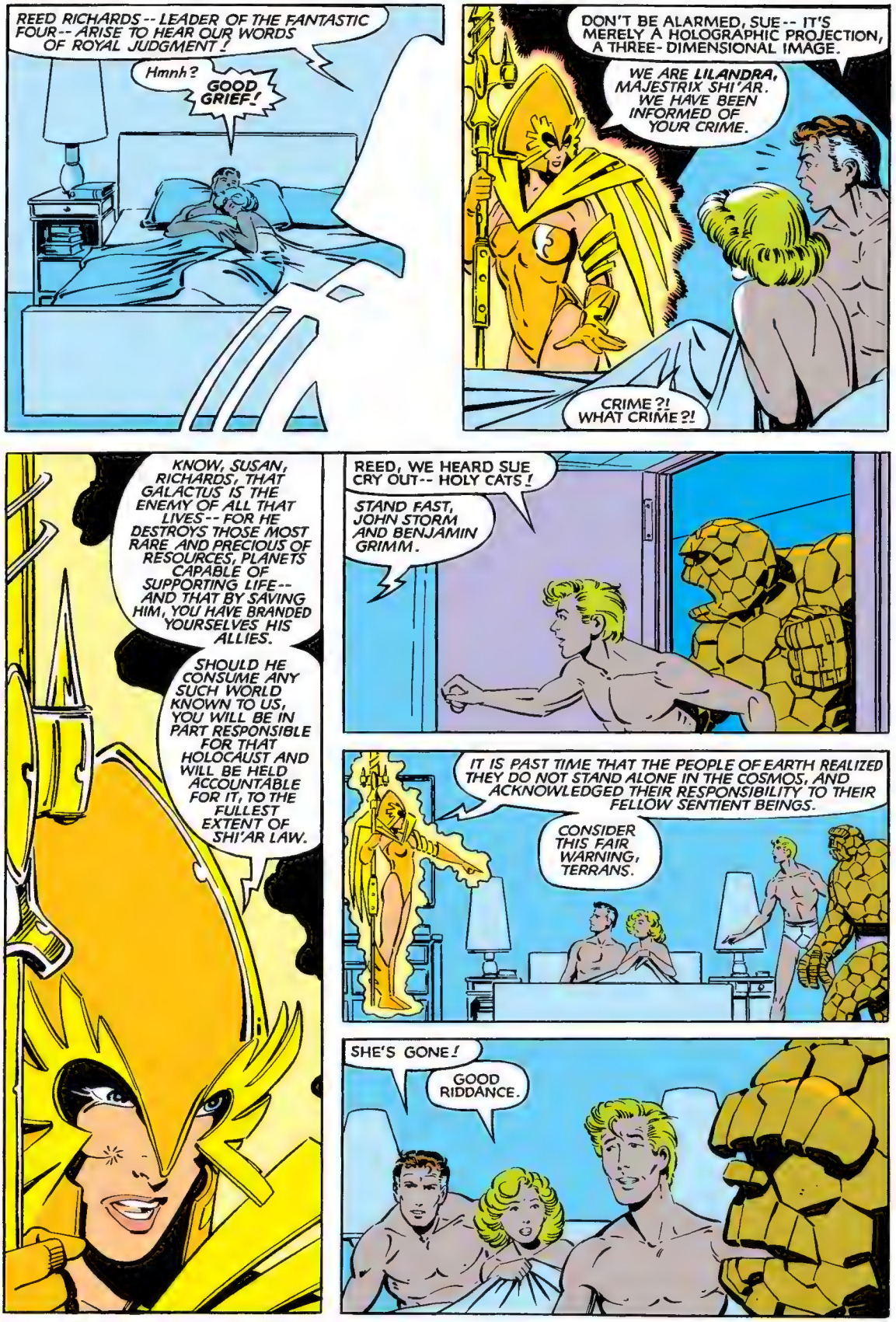
BUT IN THE MEANTIME, I'VE RUN SOME CHECKS. ANNE'S-- YOUR MOTHER'S-- FOLKS ARE DEAD, BUT MINE ARE GOING STRONG.
INTERESTED IN MEETING YOUR GRANDPARENTS?

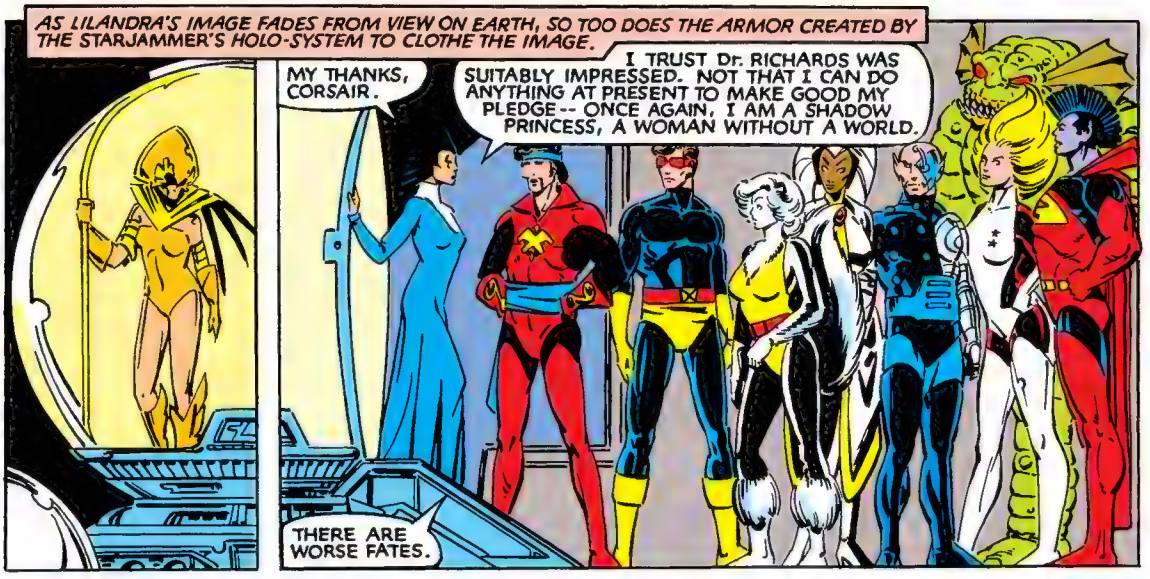
I HAVE *GRANDPARENTS?!?*
MOST EVERYONE DOES.
WHAT ARE THEY LIKE?!
ONLY ONE SURE WAY TO FIND OUT.
YOU BET I'M INTERESTED! JUST TRY TO KEEP ME AWAY!


WOULDN'T THINK OF IT. RIGHT NOW, THOUGH, YOU TOO BIG AND GROWN UP...
...TO GIVE YOUR OLD MAN A HUG?

CORSAIR!
SO MUCH FOR TENDER MOMENTS. WHAT'S UP, RAZA?
WE HAVE A GUEST, CHRISTOPHER.
THAT'S GLADIATOR, HEAD OF LILANDRA'S IMPERIAL GUARD! WHAT'S HE DOING HERE?
GOOD QUESTION, CONSIDERING HE SWORE NEVER TO WALK THESE DECKS UNTIL HE'D SEEN THE STARJAMMERS DEAD OR ENSLAVED. HE ISN'T A MAN TO LIGHTLY BREAK AN OATH.
YOU'RE A LONG WAY FROM HOME. IS THIS A SOCIAL CALL, OR BUSINESS?
PIRATE, I DEMAND TO SEE THE MAJESTRIX-- EMPRESS LILANDRA-- AT ONCE!
ON MY SHIP, LORD PRAETOR, YOU DO NOT "DEMAND" OF ME...
...YOU ASK.
THOU HAST E'ER BEEN ILL-MANNERED, COUSIN.
HAVE A CARE, RENEGADE.
WE LIKE YOU TOO, IMPERIAL. CARE TO ARGUE POINT?
ANOTHER TIME, LADY HEPZIBAH, WITH PLEASURE.
CORSAIR, I CRAVE AN AUDIENCE...
...WITH MY EMPRESS.


SIKORSKY'S RACE -- THE CHR'YLITE -- ARE RENOWNED FOR THEIR MEDICAL SKILL. IF EVEN HE IS DOUBTFUL, CHARLES' HOPES ARE SLIM INDEED.
OURS, IT SEEMS, IS A LOVE FOREVER SUNDERED BY CIRCUMSTANCE. AND DUTY -- HIM TO HIS SCHOOL, MINE TO THE SHI'AR.
AND WHAT OF THAT GALAXY-SPANNING EMPIRE? MY SISTER, DEATHBIRD, WAS PROMISED THE SHI'AR THRONE FOR SURRENDERING ME AND THE X-MEN INTO THE BROOD'S CLUTCHES. IF THEY DID NOT BETRAY HER, SHE IS EMPRESS NOW.
HAVE I THE STOMACH TO LEAD ANOTHER REBELLION?
MAJESTRIX!
I BRING GRAVE NEWS.
I'VE GUESSED IT, MY FRIEND. MY SISTER AT LAST HAS HER HEART'S DESIRE. PERHAPS WE SHOULD LEAVE HER TO ENJOY IT IN PEACE.
THERE WILL BE NO PEACE, SO LONG AS DEATHBIRD RULES.
SHE IS UNFIT, LILANDRA -- AS MAD, IN HER OWN WAY, AS YOUR BROTHER D'KEN.
WE ARE, I FEAR, A MAD FAMILY. IT SIMPLY HASN'T TOUCHED ME YET.
THERE IS MORE. UPON ARRIVAL HERE, I UNINTENTIONALLY CAME INTO CONFLICT WITH THE FANTASTIC FOUR. * I LATER LEARNED THAT THEY HAD RECENTLY ENCOUNTERED GALACTUS.
* FF #'S 249 & 250 -- L.
MAJESTRIX, THE SHATTERER OF WORLDS HAD RETURNED TO EARTH TO DIE!
THEN HIS THREAT IS FINALLY ENDED?
WOULD THAT IT WERE. WITH THE INTERVENTION OF REED RICHARDS, GALACTUS WAS RESTORED TO HEALTH, GIVEN A NEW HERALD AND SET FREE!
THAT MEDDLING, UNMITIGATED -- FOOL!
NEW YORK CITY -- THE BAXTER BUILDING --
-- HOME OF THE WORLD'S GREATEST SUPER HERO TEAM.

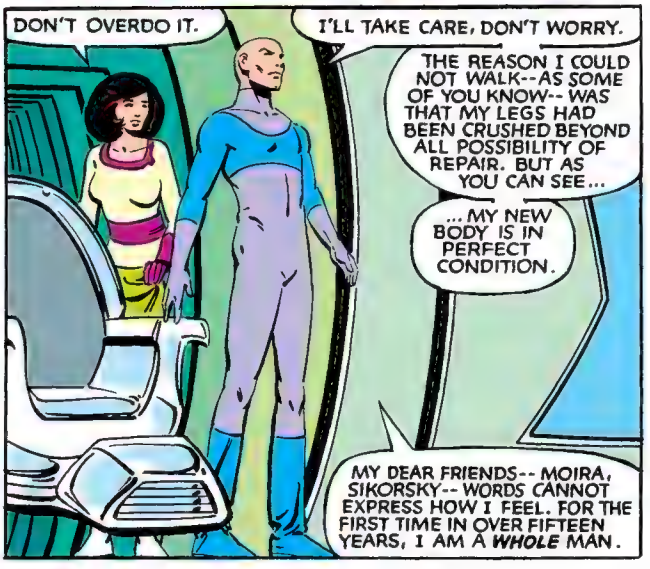

REED RICHARDS -- LEADER OF THE FANTASTIC FOUR -- ARISE TO HEAR OUR WORDS OF ROYAL JUDGMENT!
Hmnh?
GOOD GRIEF!
DON'T BE ALARMED, SUE -- IT'S MERELY A HOLOGRAPHIC PROJECTION, A THREE-DIMENSIONAL IMAGE.
WE ARE LILANDRA, MAJESTRIX SHI'AR. WE HAVE BEEN INFORMED OF YOUR CRIME.
CRIME?! WHAT CRIME?!
KNOW, SUSAN, RICHARDS, THAT GALACTUS IS THE ENEMY OF ALL THAT LIVES -- FOR HE DESTROYS THOSE MOST RARE AND PRECIOUS OF RESOURCES, PLANETS CAPABLE OF SUPPORTING LIFE -- AND THAT BY SAVING HIM, YOU HAVE BRANDED YOURSELVES HIS ALLIES.
SHOULD HE CONSUME ANY SUCH WORLD KNOWN TO US, YOU WILL BE IN PART RESPONSIBLE FOR THAT HOLOCAUST AND WILL BE HELD ACCOUNTABLE FOR IT, TO THE FULLEST EXTENT OF SHI'AR LAW.
REED, WE HEARD SUE CRY OUT -- HOLY CATS!
STAND FAST, JOHN STORM AND BENJAMIN GRIMM.
IT IS PAST TIME THAT THE PEOPLE OF EARTH REALIZED THEY DO NOT STAND ALONE IN THE COSMOS, AND ACKNOWLEDGED THEIR RESPONSIBILITY TO THEIR FELLOW SENTIENT BEINGS.
CONSIDER THIS FAIR WARNING, TERRANS.
SHE'S GONE!
GOOD RIDDANCE.


AS LILANDRA'S IMAGE FADES FROM VIEW ON EARTH, SO TOO DOES THE ARMOR CREATED BY THE STARJAMMER'S HOLO-SYSTEM TO CLOTHE THE IMAGE.
MY THANKS, CORSAIR.
I TRUST Dr. RICHARDS WAS SUITABLY IMPRESSED. NOT THAT I CAN DO ANYTHING AT PRESENT TO MAKE GOOD MY PLEDGE -- ONCE AGAIN, I AM A SHADOW PRINCESS, A WOMAN WITHOUT A WORLD.
THERE ARE WORSE FATES.

HI, GUYS! DIDJA MISS US?!
HAVE WE GOT A SURPRISE FOR YOU!
DO WE DO GOOD WORK, OR WHAT?
GREETINGS, X-MEN AND STARJAMMERS.
HELLO, LILANDRA.

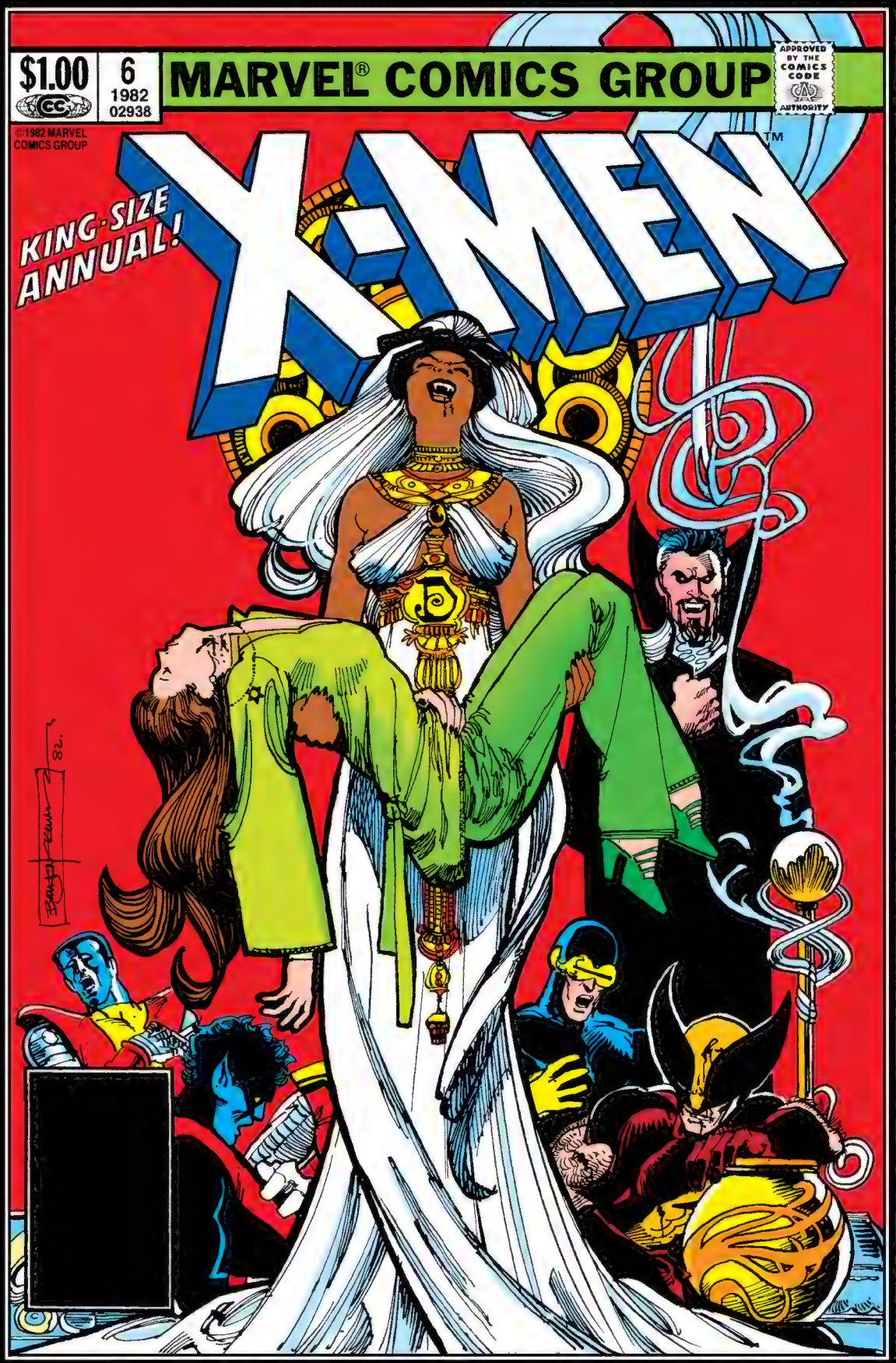
PROFESSOR XAVIER!!
YOU'RE ALL RIGHT!

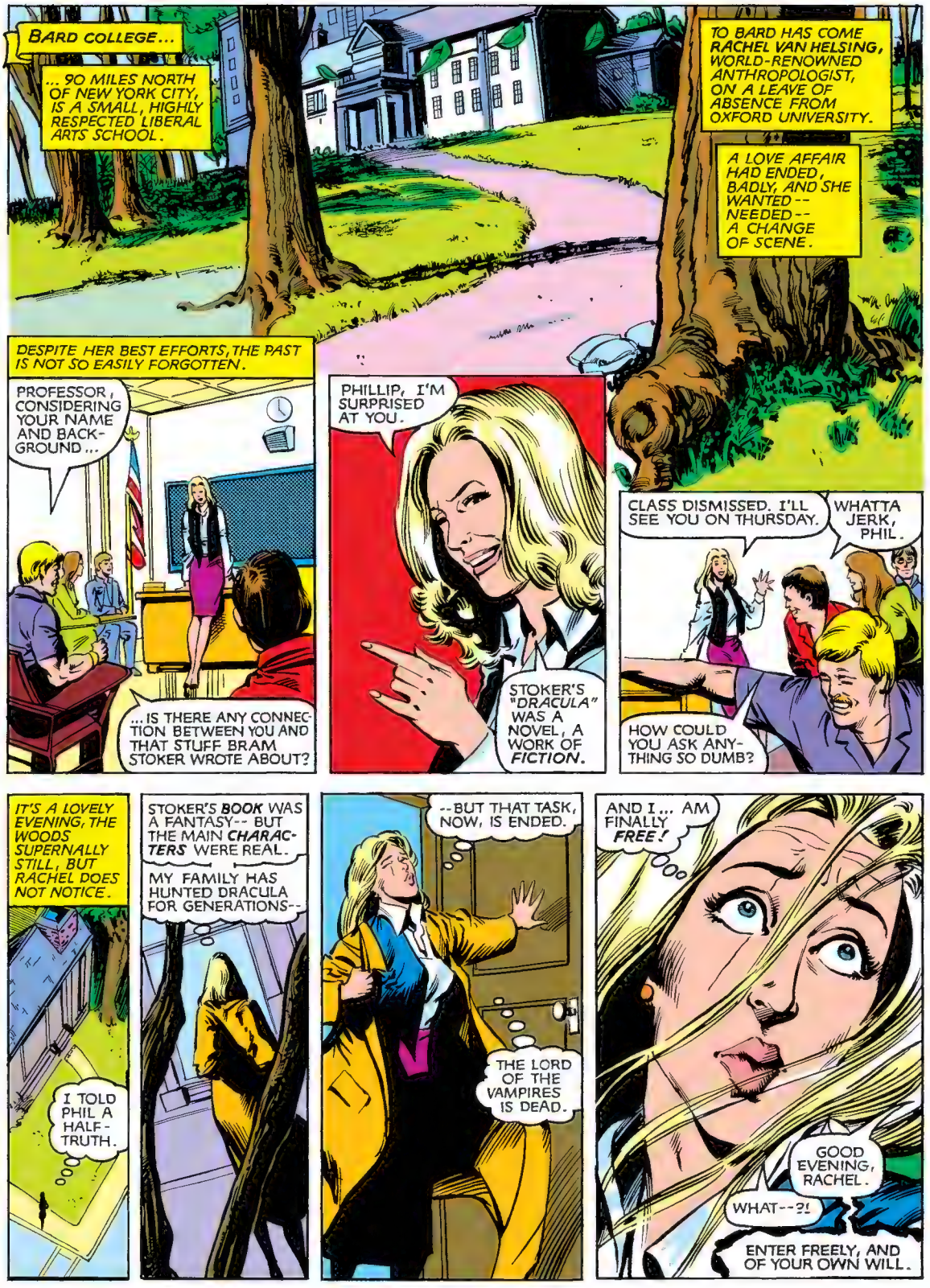
IN FACT, SCOTT, I AM BETTER THAN EVER.


DON'T OVERDO IT.
I'LL TAKE CARE, DON'T WORRY.
THE REASON I COULD NOT WALK--AS SOME OF YOU KNOW-- WAS THAT MY LEGS HAD BEEN CRUSHED BEYOND ALL POSSIBILITY OF REPAIR. BUT AS YOU CAN SEE...
...MY NEW BODY IS IN PERFECT CONDITION.
MY DEAR FRIENDS-- MOIRA, SIKORSKY-- WORDS CANNOT EXPRESS HOW I FEEL. FOR THE FIRST TIME IN OVER FIFTEEN YEARS, I AM A WHOLE MAN.

ARRRGH!
CHARLES!
BLOODY HELL, I WAS AFRAID O' THIS! LILANDRA, GI' ME A HAND WI' HIM, QUICK!
BELOVED!
I THOUGHT THE OPERATION WAS A COMPLETE SUCCESS! WHAT HAS GONE WRONG?
EVER SINCE MY LEGS WERE CRUSHED, I'VE USED MY PSI-POWERS TO BLOCK THE PAIN, ELSE IT WOULD HAVE CONSUMED ME. EVEN AFTER THEY HEALED, MORE OR LESS, THE NERVES WERE BADLY TRAUMATIZED. THE SLIGHTEST PRESSURE--EVEN THE ATTEMPT TO STAND-- MEANT UNBEARABLE AGONY.
NOW, THOUGH THERE IS NO PHYSICAL PAIN, A PSYCHO-SOMATIC RESPONCE EVIDENTLY EXISTS-- AS CRIPPLING AS THE ORIGINAL. I CAN WALK, BUT MY MIND WON'T LET ME.
THA' CAN CHANGE, CHARLEY, PROVIDED Y' WORK AT IT. HOW-EVER, YOU'RE A STUBBORN MAN, WI' A STUBBORN SUBCONSCIOUS-- OVERCOMING SUCH INGRAINED CONDITIONING WON'T BE EASY.
GEE, PROFESSOR, YOU'LL BE ABLE TO TRAIN IN THE DANGER ROOM, JUST LIKE US.
AND SHOULD YOU NEED ENCOURAGEMENT, MY LOVE, I SHALL DO MY BEST TO PROVIDE IT.
AN' IF LIL'S T.L.C. DOES NA' DO THE TRICK...
...I'LL KICK YOU IN THE BUTT.
TRUST US, CHARLEY-LUV. WE'LL HAVE YOU ON YUIR FEET IN NO TIME.

I'LL HOLD YOU TO THAT, MOIRA.
Sigh!
I HAVE RARELY WITNESSED SO HAPPY A DAY. TO SEE THOSE I FEARED LOST FOREVER RETURN HOME ALIVE AND WELL. TO BE ALIVE AND WELL MYSELF. THERE ARE MORE BLESSINGS THAN ANY MAN DESERVES.
AS YOU X-MEN HAVE NO DOUBT NOTICED, I HAVE ADMITTED NEW STUDENTS TO THE SCHOOL. I APOLOGIZE FOR THE CIRCUMSTANCES OF YOUR INITIAL MEETING. I HOPE YOU'LL ALL BECOME FRIENDS.
SOUNDS GREAT TO US.
ONE TUSSLE WITH COLOSSUS WAS MORE'N ENOUGH F'R ME.
THE FEELING, TOVARISCH, IS MUTUAL. HAD YOU STRUCK HARDER...
THERE IS AN ADDITIONAL BENEFIT TO THE INTRODUCTION OF THE NEW MUTANTS. AT LAST, KITTY WILL BE ABLE TO STUDY WITH CHILDREN HER OWN AGE.
HUH? SAYS WHO?! I'M AN X-MAN!
THAT WAS AN OVERSIGHT-- AND AN ERROR--ON MY PART.
YOU ARE TOO YOUNG, KITTY, AND TOO LITTLE IS KNOWN ABOUT YOUR POWERS. IN THE X-MEN'S PRIMARY ROLE--OF COMBATTING EVIL MUTANTS--THE RISKS ARE TOO GREAT. THAT, I CANNOT ALLOW. AS SOON AS WE RETURN TO EARTH...
...YOU ARE TO LEAVE THE X-MEN--AND JOIN THE NEW MUTANTS.
MY DECISION IS FINAL.
NEXT ISSUE: KITTY'S REACTION, OR --
"PROFESSOR XAVIER IS A JERK!"


$1.00
6
1982
02938
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
©1982 MARVEL COMICS GROUP
KING-SIZE ANNUAL!
X-MEN™


BARD COLLEGE...
... 90 MILES NORTH OF NEW YORK CITY, IS A SMALL, HIGHLY RESPECTED LIBERAL ARTS SCHOOL.
TO BARD HAS COME RACHEL VAN HELSING, WORLD-RENOWNED ANTHROPOLOGIST, ON A LEAVE OF ABSENCE FROM OXFORD UNIVERSITY.
A LOVE AFFAIR HAD ENDED, BADLY, AND SHE WANTED -- NEEDED -- A CHANGE OF SCENE.
DESPITE HER BEST EFFORTS, THE PAST IS NOT SO EASILY FORGOTTEN.
PROFESSOR, CONSIDERING YOUR NAME AND BACK-GROUND...
...IS THERE ANY CONNEC-TION BETWEEN YOU AND THAT STUFF BRAM STOKER WROTE ABOUT?
PHILLIP, I'M SURPRISED AT YOU.
STOKER'S "DRACULA" WAS A NOVEL, A WORK OF FICTION.
CLASS DISMISSED. I'LL SEE YOU ON THURSDAY.
WHATTA JERK, PHIL.
HOW COULD YOU ASK ANY-THING SO DUMB?
IT'S A LOVELY EVENING, THE WOODS SUPERNALLY STILL, BUT RACHEL DOES NOT NOTICE.
I TOLD PHIL A HALF-TRUTH.
STOKER'S BOOK WAS A FANTASY-- BUT THE MAIN CHARAC-TERS WERE REAL.
MY FAMILY HAS HUNTED DRACULA FOR GENERATIONS--
--BUT THAT TASK, NOW, IS ENDED.
THE LORD OF THE VAMPIRES IS DEAD.
AND I... AM FINALLY FREE!
GOOD EVENING, RACHEL.
WHAT--?!
ENTER FREELY, AND OF YOUR OWN WILL.

STAN LEE presents:

Blood

DRACULA!!

YOU LOOK SO SURPRISED, MY DEAR. DID YOU TRULY THINK I HAD SUFFERED THE *FINAL DEATH?*

NOT SO.

YOUR ACCURSED FAMILY HAS BEEN A BANE TO MY EXISTENCE FOR TOO LONG. YOU ARE THE *LAST* OF YOUR LINE.

TONIGHT, MY DARLING RACHEL, HERE, OUR ANCIENT BLOOD-FEUD *ENDS!*

CHRIS CLAREMONT, writer
BILL SIENKIEWICZ, penciller
BOB WIACEK, inker
TOM ORZECHOWSKI, letterer
GLYNIS WEIN, colorist
LOUISE JONES, editor
JIM SHOOTER, ed.-in-chief

Feud!

SOMETIME LATER, SOMEWHERE ELSE-- A CHILD'S HEART IS BROKEN.

WHY, ORORO, WHY?!

IT ISN'T FAIR! THEY DON'T HAVE THE RIGHT--!

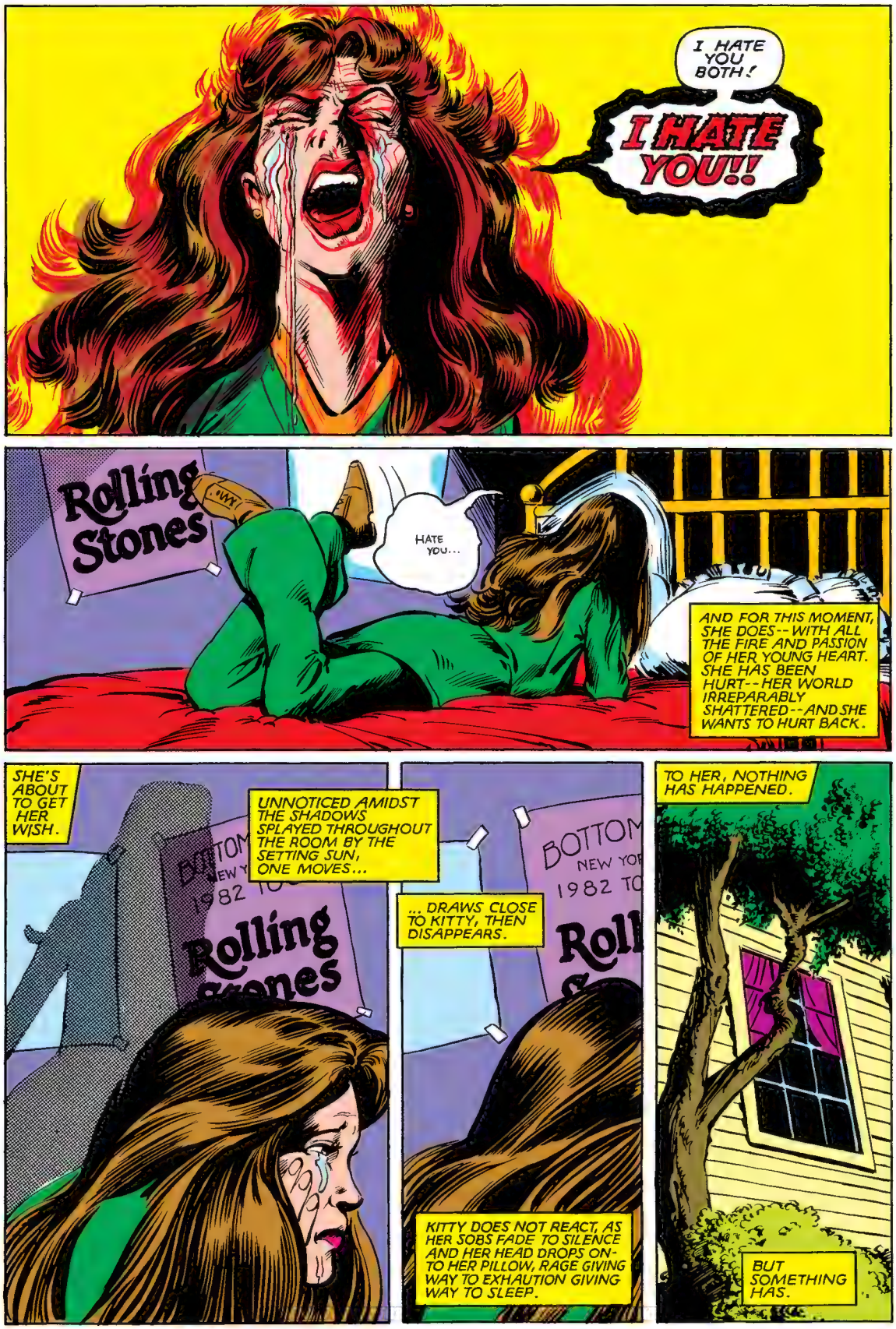
KATZCHËN, YOU MUSTN'T-- ACH DU LEIBER!

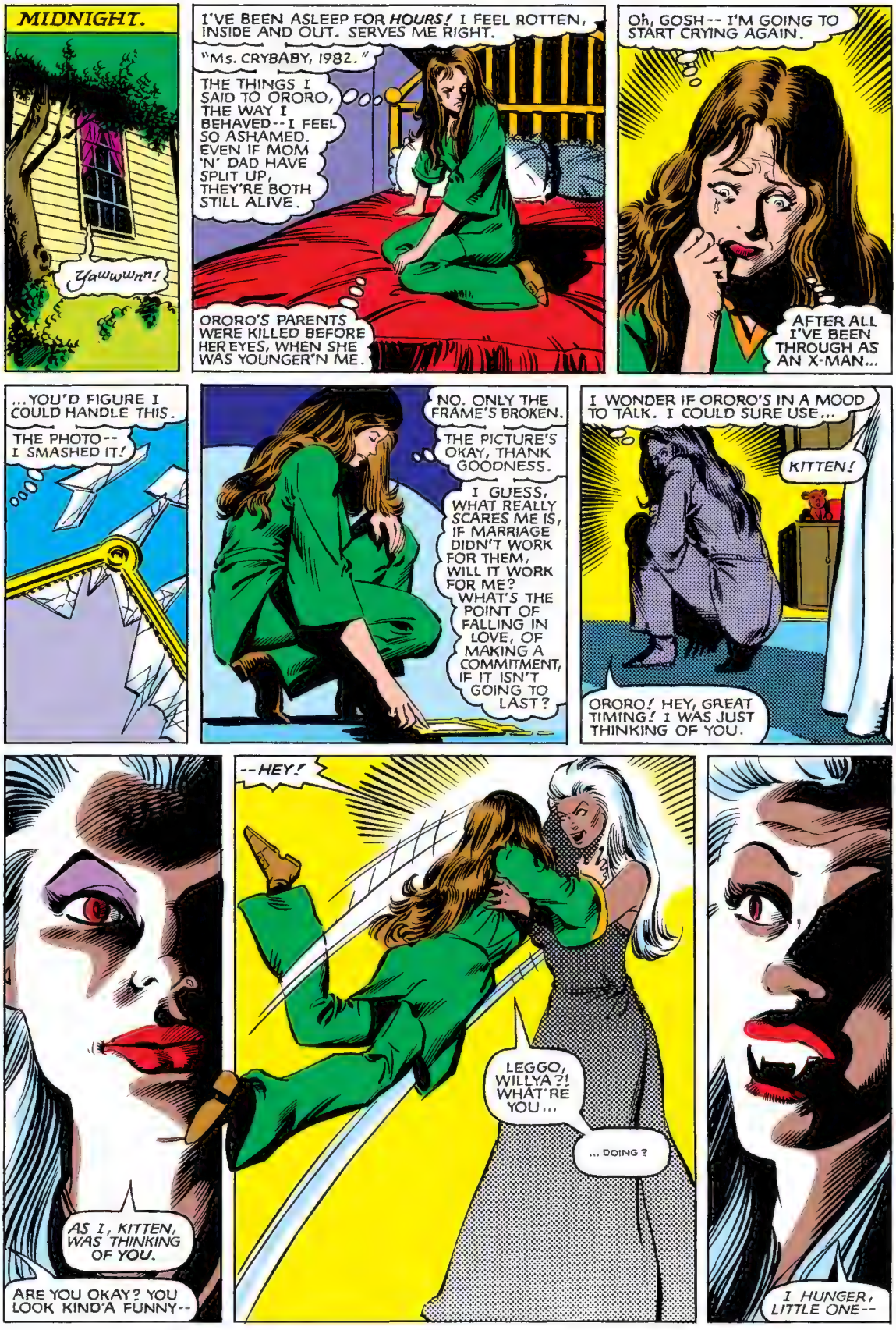
HER NAME IS **KITTY PRYDE**-- MEMBER OF A STUDENT BODY THAT IS AS SELECT AS IT IS UNIQUE. IN ALL THE WORLD, THERE IS NO PLACE QUITE LIKE **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS,** NO STUDENTS QUITE LIKE THESE.

FOR THEY ARE **MUTANTS,** HUMAN BEINGS GIFTED WITH EXTRAORDINARY POWERS AND ABILITIES. TOGETHER, UNDER XAVIER'S TUTELEDGE, THEY COMPRISE A TEAM OF UNSUNG, OFTEN OUTLAW **SUPER HEROES,** THE UNCANNY **X-MEN!**

KITTEN, THIS IS NOT THE END OF THE WORLD.
IT'S THE END OF MY WORLD!
HEY, PEOPLE-- GOOD LORD!
CYCLOPS!
THEY PROMISED, ORORO! THEY SAID THEY'D PATCH THINGS UP BETWEEN THEM, THAT THEY'D GIVE THEIR MARRIAGE ANOTHER CHANCE.
THEY LIED! THEY LIED!!
NIGHTCRAWLER, WHAT'S THIS ALL ABOUT?
YOU ARE NOT BEING FAIR.
WHY SHOULD I-- THEY'RE NOT BEING FAIR TO ME!
THEY DON'T CARE AT ALL ABOUT ME, OR THEY WOULDN'T BE DOING THIS! THEY'RE JUST THINKING ABOUT THEMSELVES!
KITTY'S PARENTS-- THEY'RE GETTING DIVORCED.
THEY DID THEIR BEST, KITTY. THEY TRIED-- THEY SAID SO IN THEIR LETTER. THIS MUST BE PAINFUL FOR THEM, TOO.
WHY ARE YOU TAKING THEIR SIDE?!
I THOUGHT YOU WERE MY FRIEND!
I AM-- WE ARE ALL YOUR FRIENDS...
IF I MATTERED TO THEM-- REALLY MATTERED-- WOULDN'T THEY HAVE HAD THE DECENCY TO TELL ME IN PERSON?!

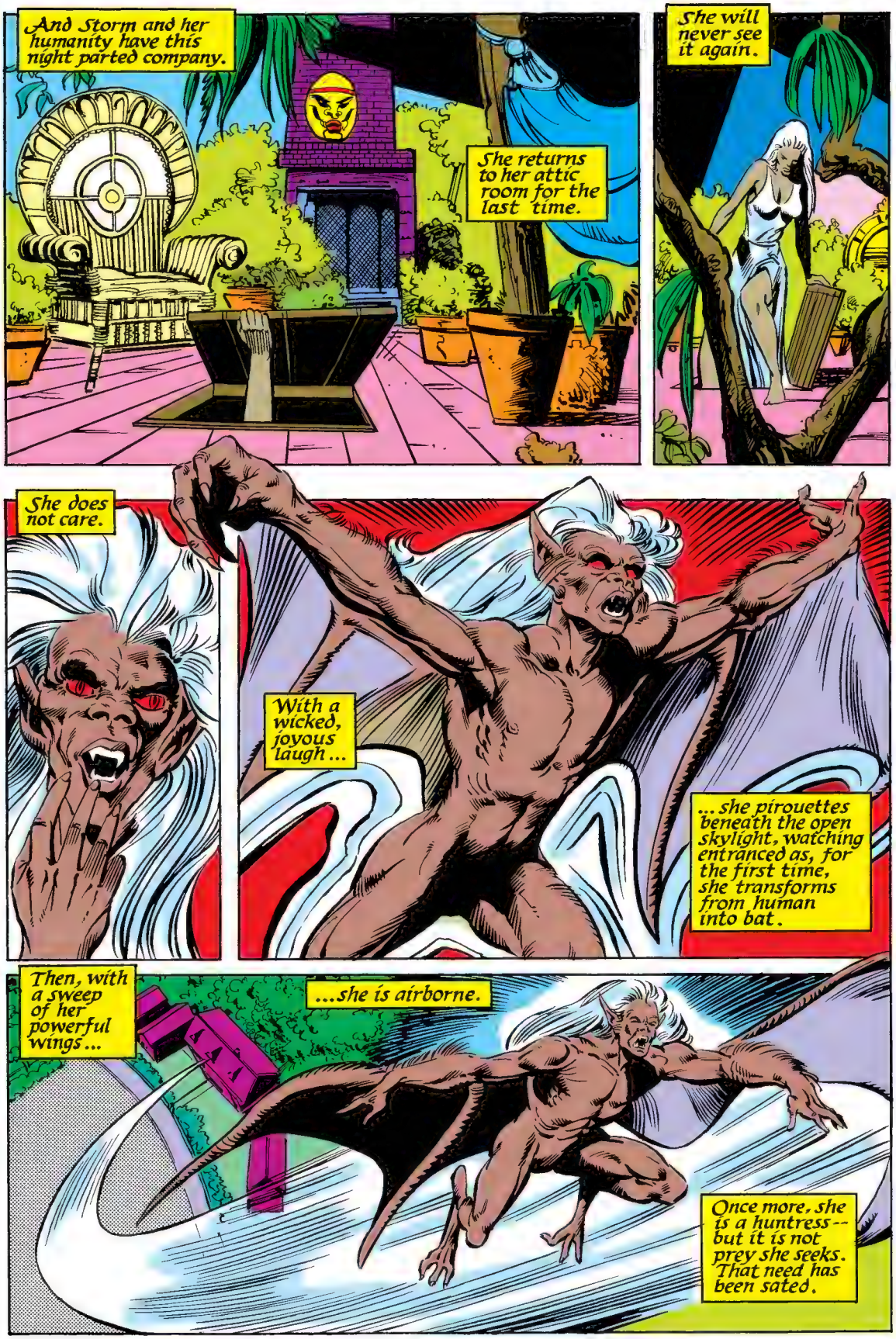
ENOUGH OF THIS, KITTEN. YOU'RE ACTING LIKE A CHILD.
SHUT UP! YOU'RE NOT MY MOTHER!
I DON'T HAVE A MOTHER ANYMORE-- OR A FATHER! I'M ALL ALONE!
SCREAMING, SOBBING SO HARD SHE CAN BARELY BREATHE, KITTY PHASES THROUGH ORORO...
...AND RACES UPSTAIRS...
...TO HER ROOM.
SLAM!
W-WHY, MOM? WHY, DAD?!
WAS IT... ME, SOMETHING I DID? WOULD IT HAVE MADE A DIFFERENCE IF I'D BEEN HOME? I'M SORRY, I DIDN'T MEAN TO LIKE IT HERE SO MUCH.
SURE I WAS HAPPY WITH THE X-MEN, BUT I'D HAVE BEEN HAPPIER WITH YOU.
BEING AN X-MAN IS JUST ABOUT THE MOST IMPORTANT THING IN MY LIFE, BUT I'D HAVE GIVEN IT UP IN A MINUTE -- I'D GIVE IT UP NOW-- FOR YOU. FOR US.
BUT YOU NEVER EVEN GAVE ME THE CHANCE!

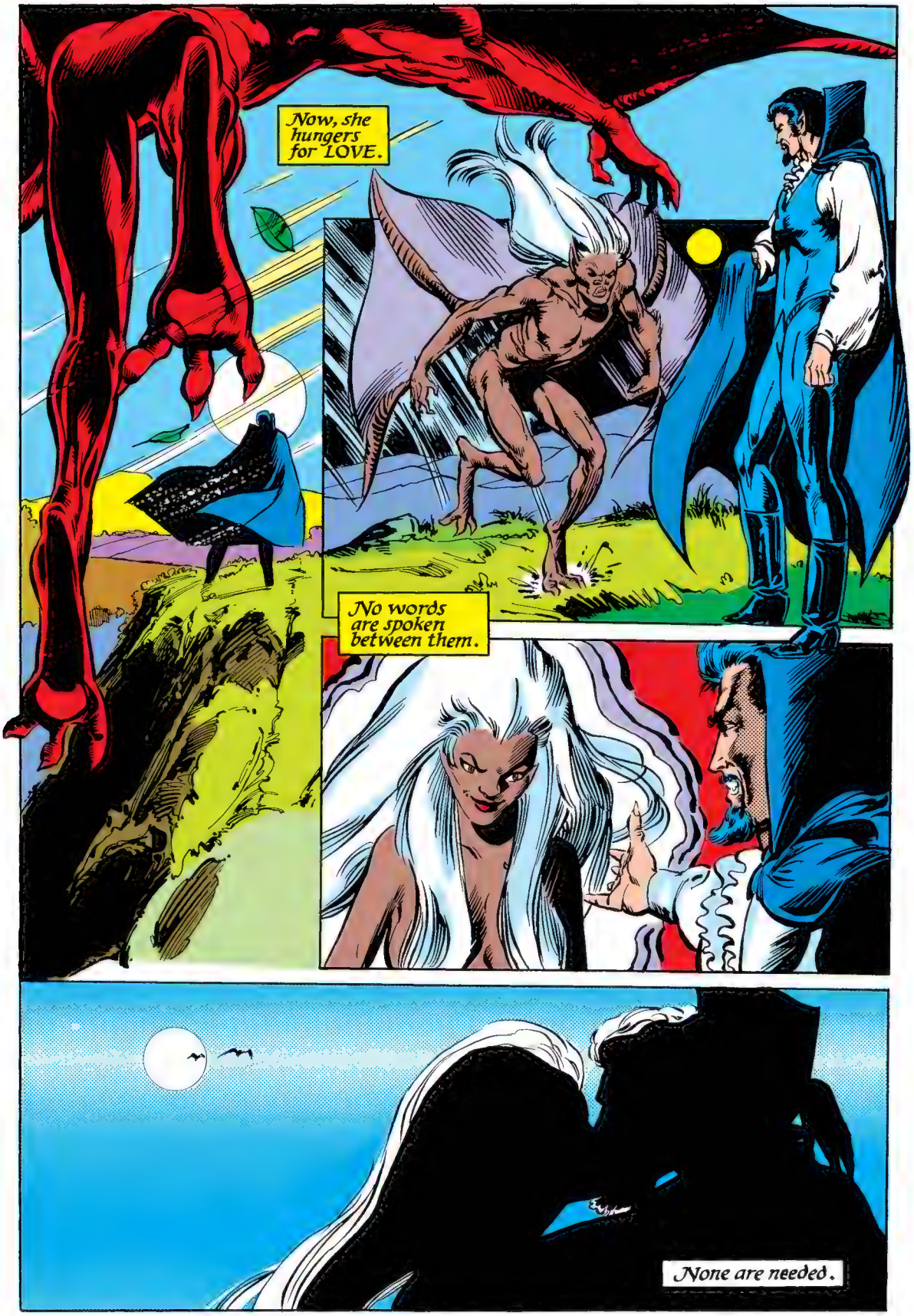

I HATE YOU BOTH!
I HATE YOU!!
Rolling Stones
HATE YOU...
AND FOR THIS MOMENT, SHE DOES--WITH ALL THE FIRE AND PASSION OF HER YOUNG HEART. SHE HAS BEEN HURT--HER WORLD IRREPARABLY SHATTERED--AND SHE WANTS TO HURT BACK.
SHE'S ABOUT TO GET HER WISH.
UNNOTICED AMIDST THE SHADOWS SPLAYED THROUGHOUT THE ROOM BY THE SETTING SUN, ONE MOVES...
... DRAWS CLOSE TO KITTY, THEN DISAPPEARS.
KITTY DOES NOT REACT, AS HER SOBS FADE TO SILENCE AND HER HEAD DROPS ON-TO HER PILLOW, RAGE GIVING WAY TO EXHAUTION GIVING WAY TO SLEEP.
TO HER, NOTHING HAS HAPPENED.
BUT SOMETHING HAS.

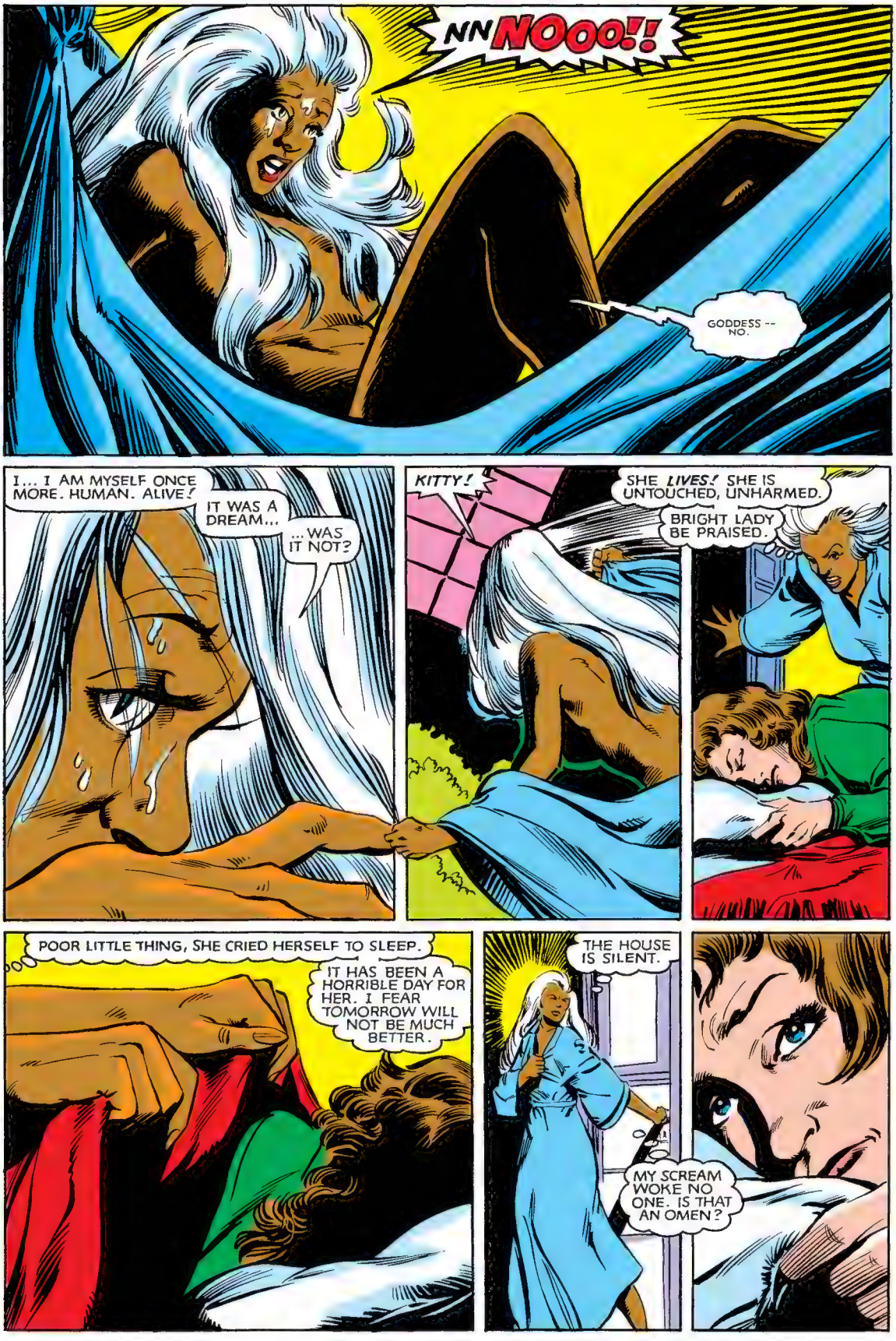

MIDNIGHT.
Yawwwnn!
I'VE BEEN ASLEEP FOR HOURS! I FEEL ROTTEN, INSIDE AND OUT. SERVES ME RIGHT.
"Ms. CRYBABY, 1982."
THE THINGS I SAID TO ORORO, THE WAY I BEHAVED--I FEEL SO ASHAMED. EVEN IF MOM 'N' DAD HAVE SPLIT UP, THEY'RE BOTH STILL ALIVE.
ORORO'S PARENTS WERE KILLED BEFORE HER EYES, WHEN SHE WAS YOUNGER'N ME.
Oh, GOSH-- I'M GOING TO START CRYING AGAIN.
AFTER ALL I'VE BEEN THROUGH AS AN X-MAN...
...YOU'D FIGURE I COULD HANDLE THIS.
THE PHOTO-- I SMASHED IT!
NO. ONLY THE FRAME'S BROKEN.
THE PICTURE'S OKAY, THANK GOODNESS.
I GUESS, WHAT REALLY SCARES ME IS, IF MARRIAGE DIDN'T WORK FOR THEM, WILL IT WORK FOR ME? WHAT'S THE POINT OF FALLING IN LOVE, OF MAKING A COMMITMENT, IF IT ISN'T GOING TO LAST?
I WONDER IF ORORO'S IN A MOOD TO TALK. I COULD SURE USE...
KITTEN!
ORORO! HEY, GREAT TIMING! I WAS JUST THINKING OF YOU.
AS I, KITTEN, WAS THINKING OF YOU.
ARE YOU OKAY? YOU LOOK KIND'A FUNNY--
--HEY!
LEGGO, WILLYA?! WHAT'RE YOU...
... DOING ?
I HUNGER, LITTLE ONE--

--FOR YOUR BLOOD!
NO!
YES!!

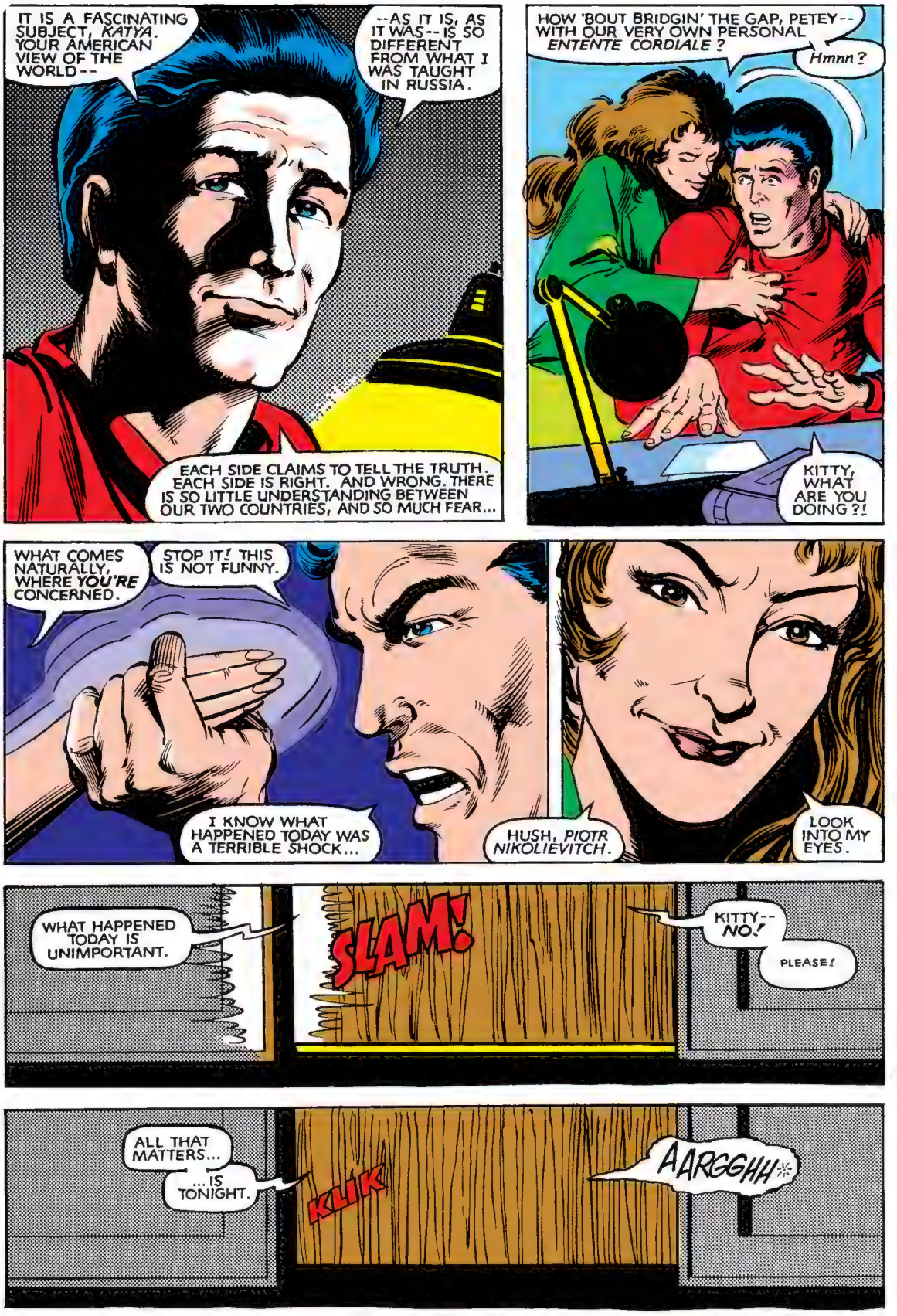
One by one, Ororo visits her team-mates--
--COLOSSUS...
...WOLVERINE...
...CYCLOPS...
...NIGHTCRAWLER--
--granting each a moment of supreme ecstacy before casting them into eternal oblivion. They are like family to her--she loves them all--
--yet she does not hesitate as she claims their lives. Mercy, you see, is a HUMAN trait.

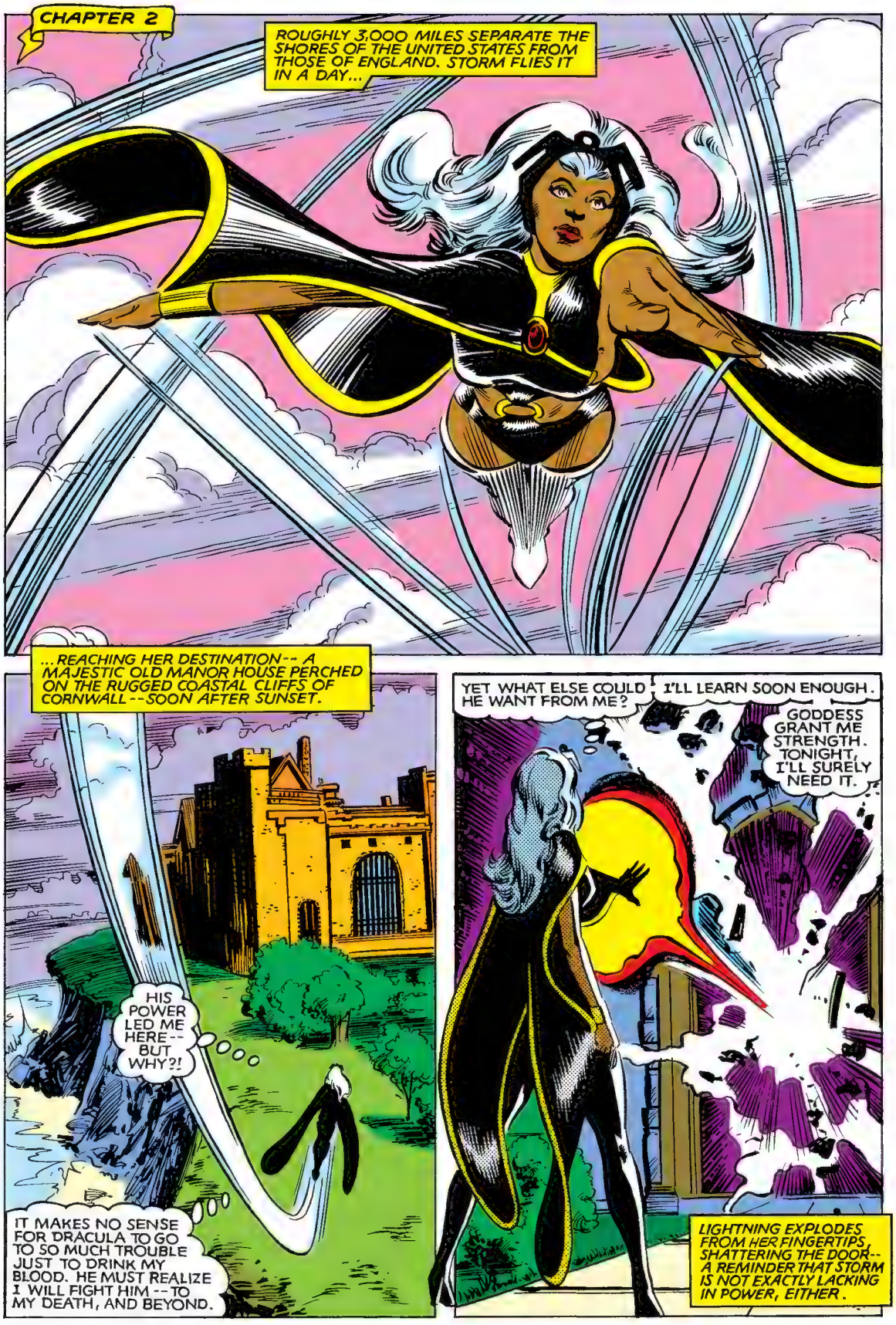

And Storm and her humanity have this night parted company.
She returns to her attic room for the last time.
She will never see it again.
She does not care.
With a wicked, joyous laugh...
...she pirouettes beneath the open skylight, watching entranced as, for the first time, she transforms from human into bat.
Then, with a sweep of her powerful wings...
...she is airborne.
Once more, she is a huntress--but it is not prey she seeks. That need has been sated.

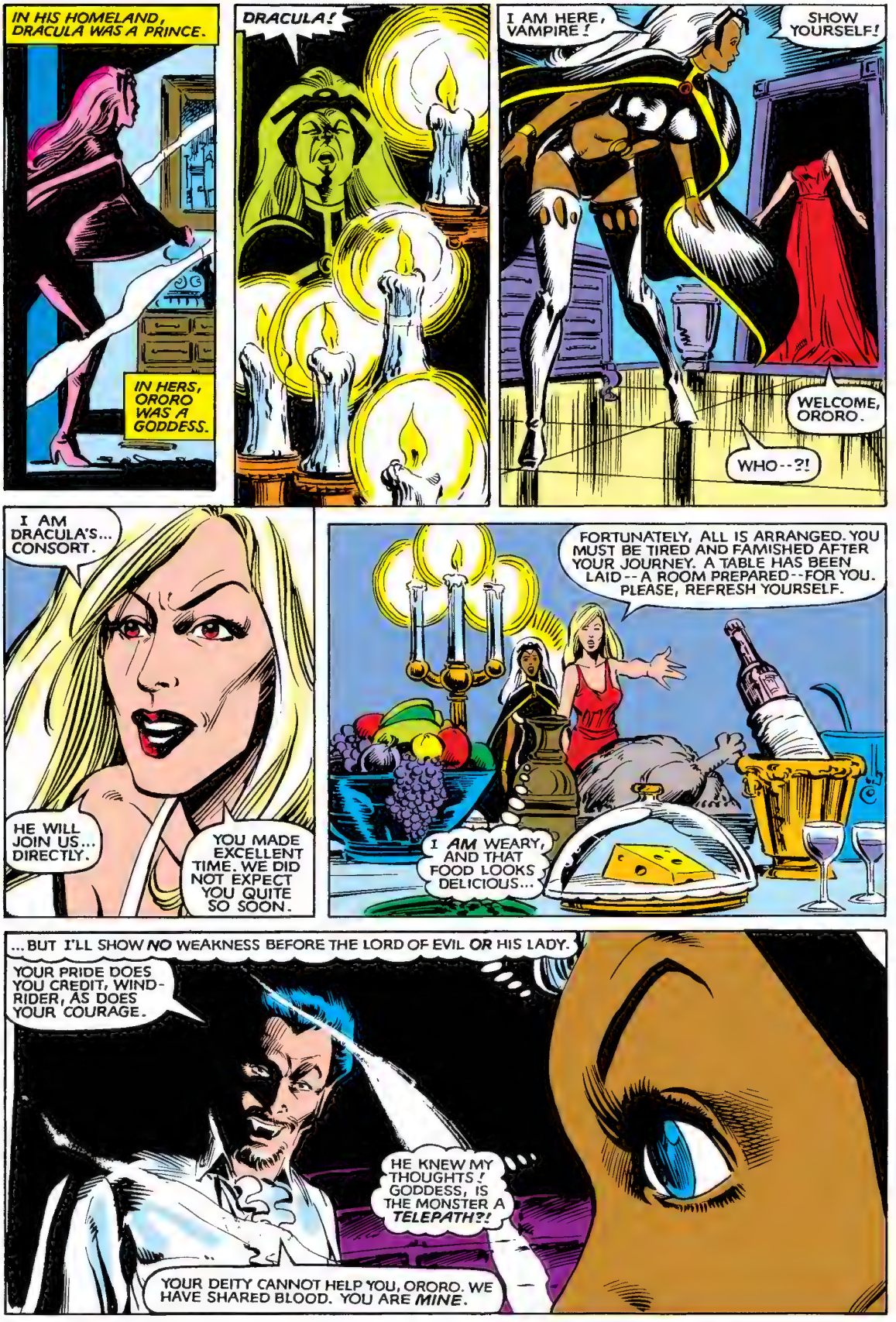

Now, she hungers for LOVE.
No words are spoken between them.
None are needed.


NNNOOO!!
GODDESS -- NO.
I... I AM MYSELF ONCE MORE. HUMAN. ALIVE!
IT WAS A DREAM...
...WAS IT NOT?
KITTY!
SHE LIVES! SHE IS UNTOUCHED, UNHARMED.
BRIGHT LADY BE PRAISED.
POOR LITTLE THING, SHE CRIED HERSELF TO SLEEP.
IT HAS BEEN A HORRIBLE DAY FOR HER. I FEAR TOMORROW WILL NOT BE MUCH BETTER.
THE HOUSE IS SILENT.
MY SCREAM WOKE NO ONE. IS THAT AN OMEN?

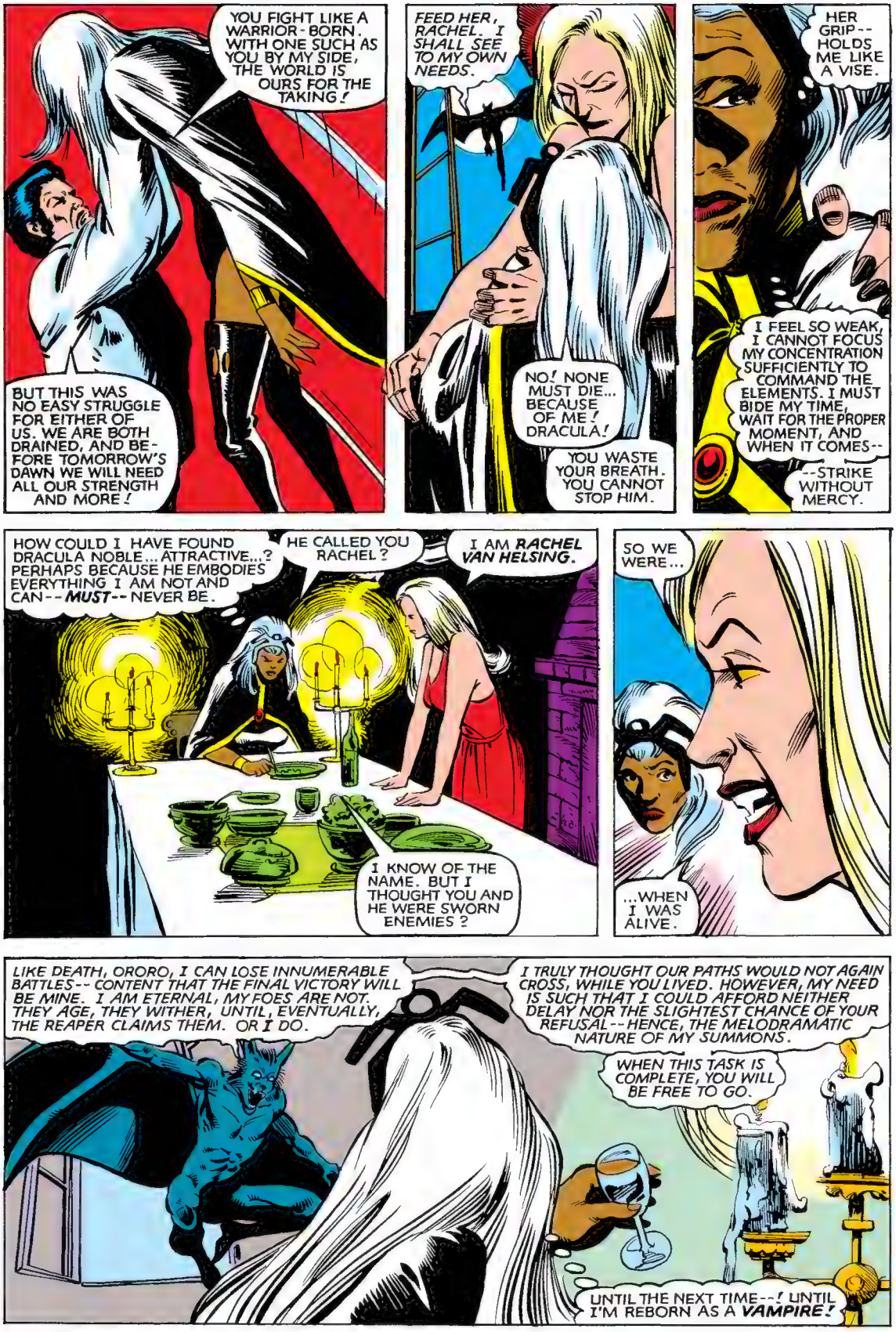
THAT WAS NO ORDINARY DREAM. I HAVE BEEN SUMMONED.
BY-- DRACULA!
I WILL OBEY--
-- BECAUSE HE THREATENS THE LIVES AND SOULS OF THOSE I LOVE.
EVIDENTLY, WHEN HE PLEDGED TO RELEASE HIS VAMPIRIC HOLD ON ME*, HE LIED.
HE WILL REGRET THAT.
WITH A THOUGHT, THE MUTANT ELEMENTAL SUMMONS A WIND TO SWEEP HER AWAY...
*SEE X-MEN #159 -- L.
...UNAWARE THAT SHE IS BEING WATCHED.
I CANNOT ACT ALONE.
YET I DARE NOT INVOLVE ALL THE X-MEN.
FORTUNATELY, I KNOW THE PERFECT CHOICE FOR MY COMPANION.
SHE ANSWERS THE CALL.
AT LAST, THE FINAL GAME IS AFOOT.
HIYA, PETER -- WHAT'CHA DOIN'?
A HISTORY THESIS, FOR PROFESSOR XAVIER. IT IS DUE NEXT WEEK, UPON HIS RETURN FROM MUIR ISLE.

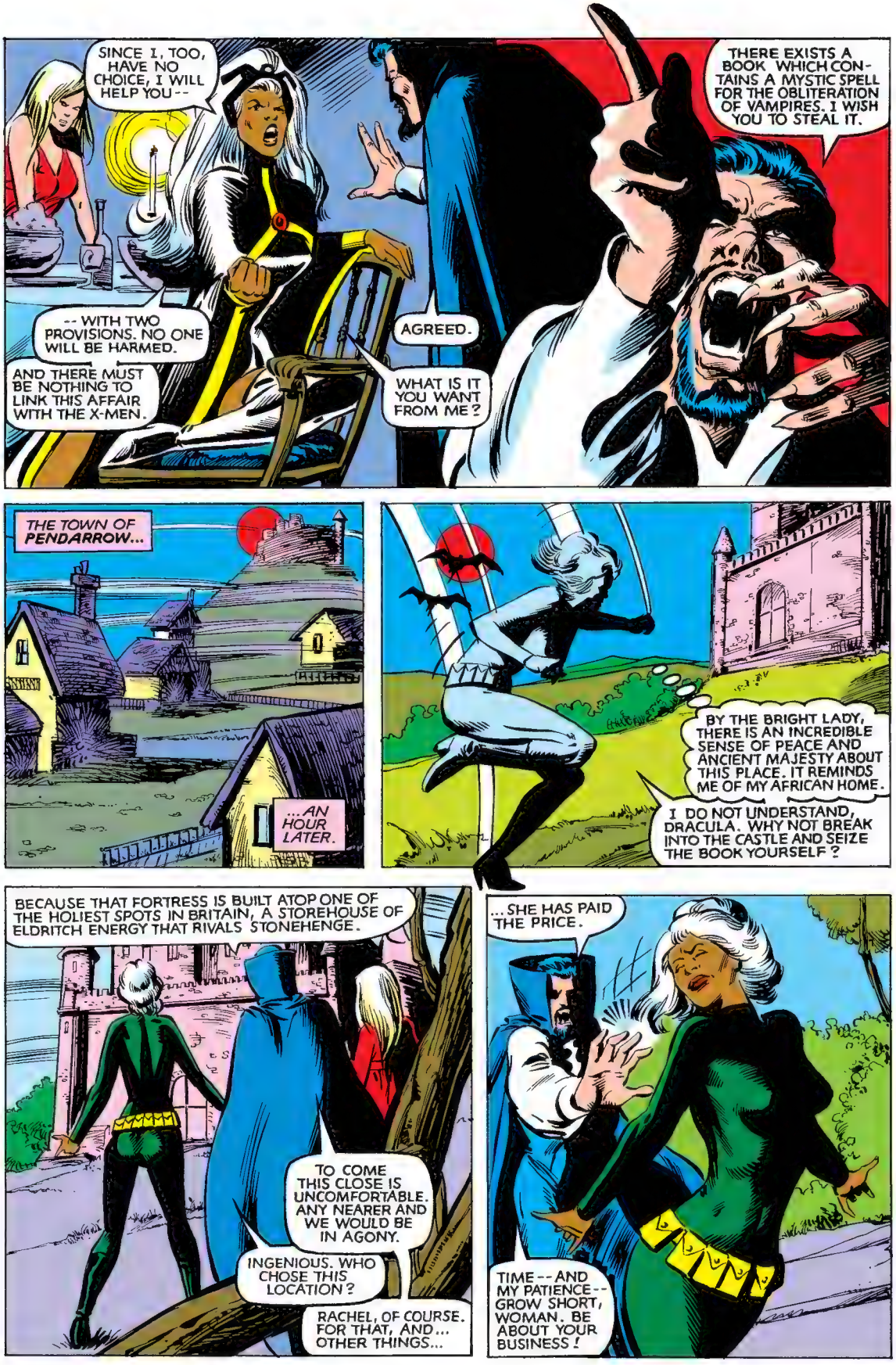

IT IS A FASCINATING SUBJECT, KATYA. YOUR AMERICAN VIEW OF THE WORLD--
--AS IT IS, AS IT WAS-- IS SO DIFFERENT FROM WHAT I WAS TAUGHT IN RUSSIA.
EACH SIDE CLAIMS TO TELL THE TRUTH. EACH SIDE IS RIGHT. AND WRONG. THERE IS SO LITTLE UNDERSTANDING BETWEEN OUR TWO COUNTRIES, AND SO MUCH FEAR...
HOW 'BOUT BRIDGIN' THE GAP, PETEY-- WITH OUR VERY OWN PERSONAL ENTENTE CORDIALE ?
Hmnn ?
KITTY, WHAT ARE YOU DOING ?!
WHAT COMES NATURALLY, WHERE YOU'RE CONCERNED.
STOP IT! THIS IS NOT FUNNY.
I KNOW WHAT HAPPENED TODAY WAS A TERRIBLE SHOCK...
HUSH, PIOTR NIKOLIEVITCH.
LOOK INTO MY EYES.
WHAT HAPPENED TODAY IS UNIMPORTANT.
SLAM!
KITTY-- NO!
PLEASE!
ALL THAT MATTERS...
...IS TONIGHT.
KLIK
AARGGHH!

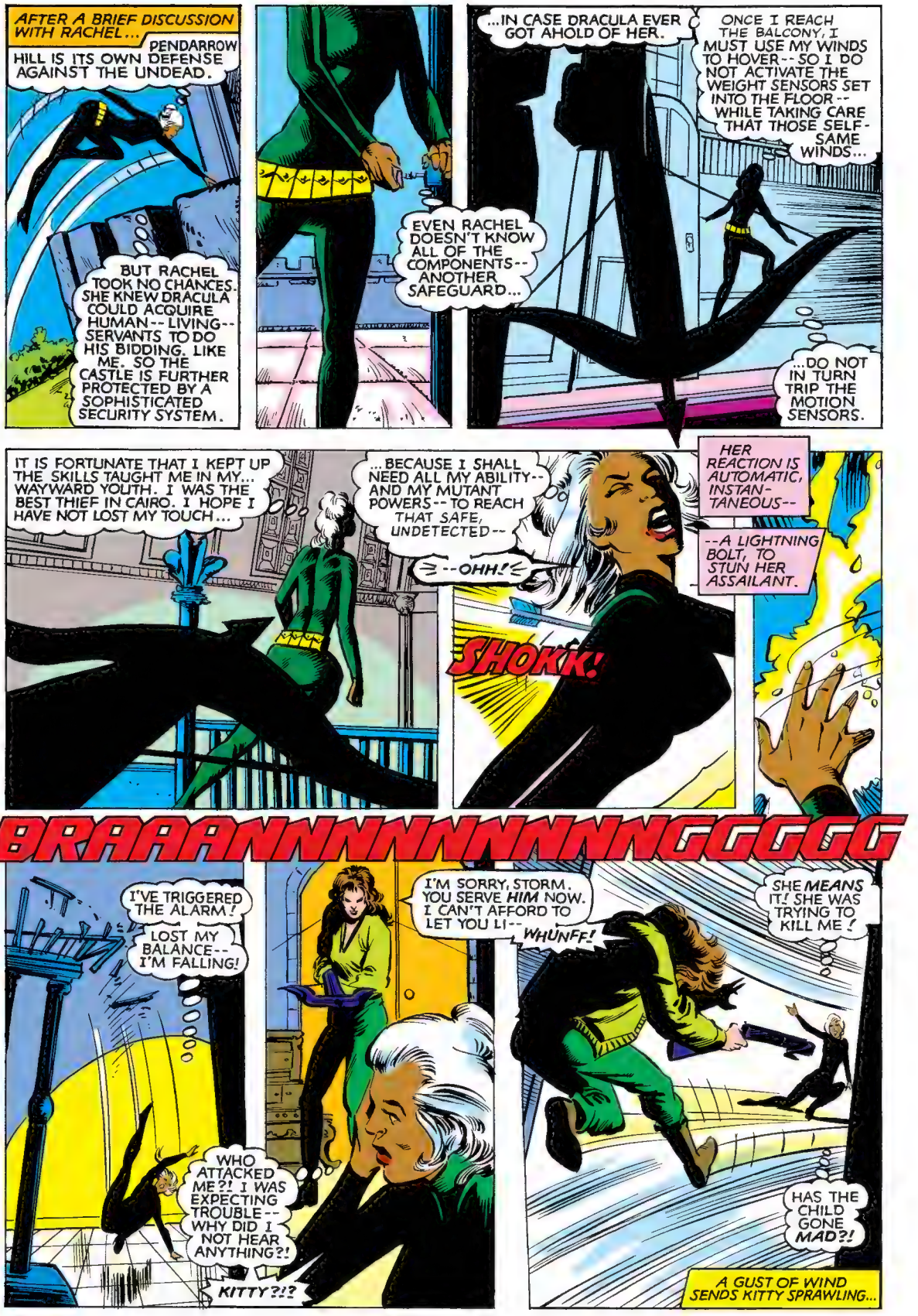

CHAPTER 2
ROUGHLY 3,000 MILES SEPARATE THE SHORES OF THE UNITED STATES FROM THOSE OF ENGLAND. STORM FLIES IT IN A DAY...
...REACHING HER DESTINATION-- A MAJESTIC OLD MANOR HOUSE PERCHED ON THE RUGGED COASTAL CLIFFS OF CORNWALL--SOON AFTER SUNSET.
HIS POWER LED ME HERE-- BUT WHY?!
IT MAKES NO SENSE FOR DRACULA TO GO TO SO MUCH TROUBLE JUST TO DRINK MY BLOOD. HE MUST REALIZE I WILL FIGHT HIM--TO MY DEATH, AND BEYOND.
YET WHAT ELSE COULD HE WANT FROM ME?
I'LL LEARN SOON ENOUGH.
GODDESS GRANT ME STRENGTH. TONIGHT, I'LL SURELY NEED IT.
LIGHTNING EXPLODES FROM HER FINGERTIPS, SHATTERING THE DOOR-- A REMINDER THAT STORM IS NOT EXACTLY LACKING IN POWER, EITHER.

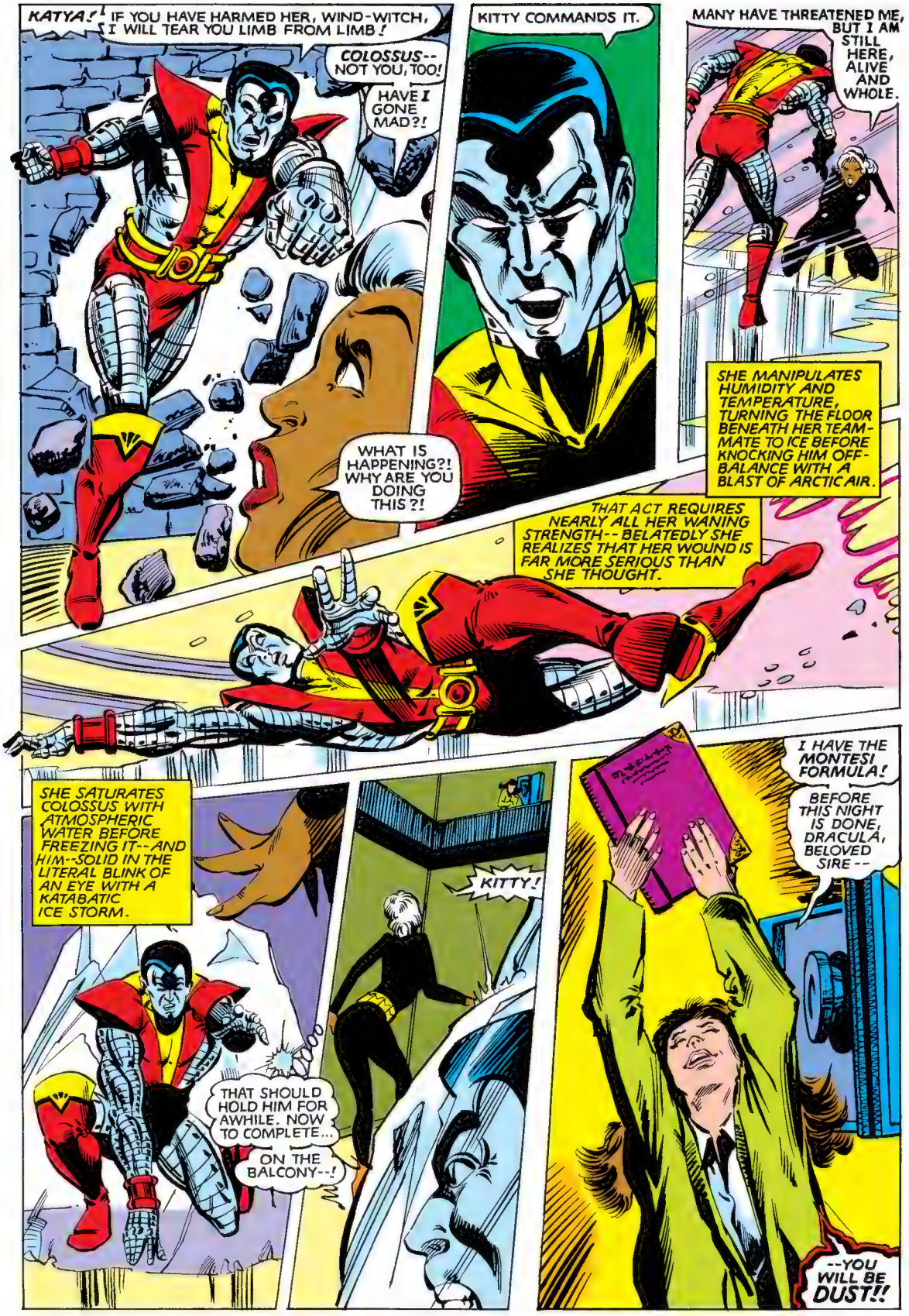

IN HIS HOMELAND, DRACULA WAS A PRINCE.
IN HERS, ORORO WAS A GODDESS.
DRACULA!
I AM HERE, VAMPIRE!
SHOW YOURSELF!
WELCOME, ORORO.
WHO--?!
I AM DRACULA'S... CONSORT.
HE WILL JOIN US... DIRECTLY.
YOU MADE EXCELLENT TIME. WE DID NOT EXPECT YOU QUITE SO SOON.
FORTUNATELY, ALL IS ARRANGED. YOU MUST BE TIRED AND FAMISHED AFTER YOUR JOURNEY. A TABLE HAS BEEN LAID--A ROOM PREPARED--FOR YOU. PLEASE, REFRESH YOURSELF.
I AM WEARY, AND THAT FOOD LOOKS DELICIOUS...
...BUT I'LL SHOW NO WEAKNESS BEFORE THE LORD OF EVIL OR HIS LADY.
YOUR PRIDE DOES YOU CREDIT, WIND-RIDER, AS DOES YOUR COURAGE.
HE KNEW MY THOUGHTS! GODDESS, IS THE MONSTER A TELEPATH?!
YOUR DEITY CANNOT HELP YOU, ORORO. WE HAVE SHARED BLOOD. YOU ARE MINE.

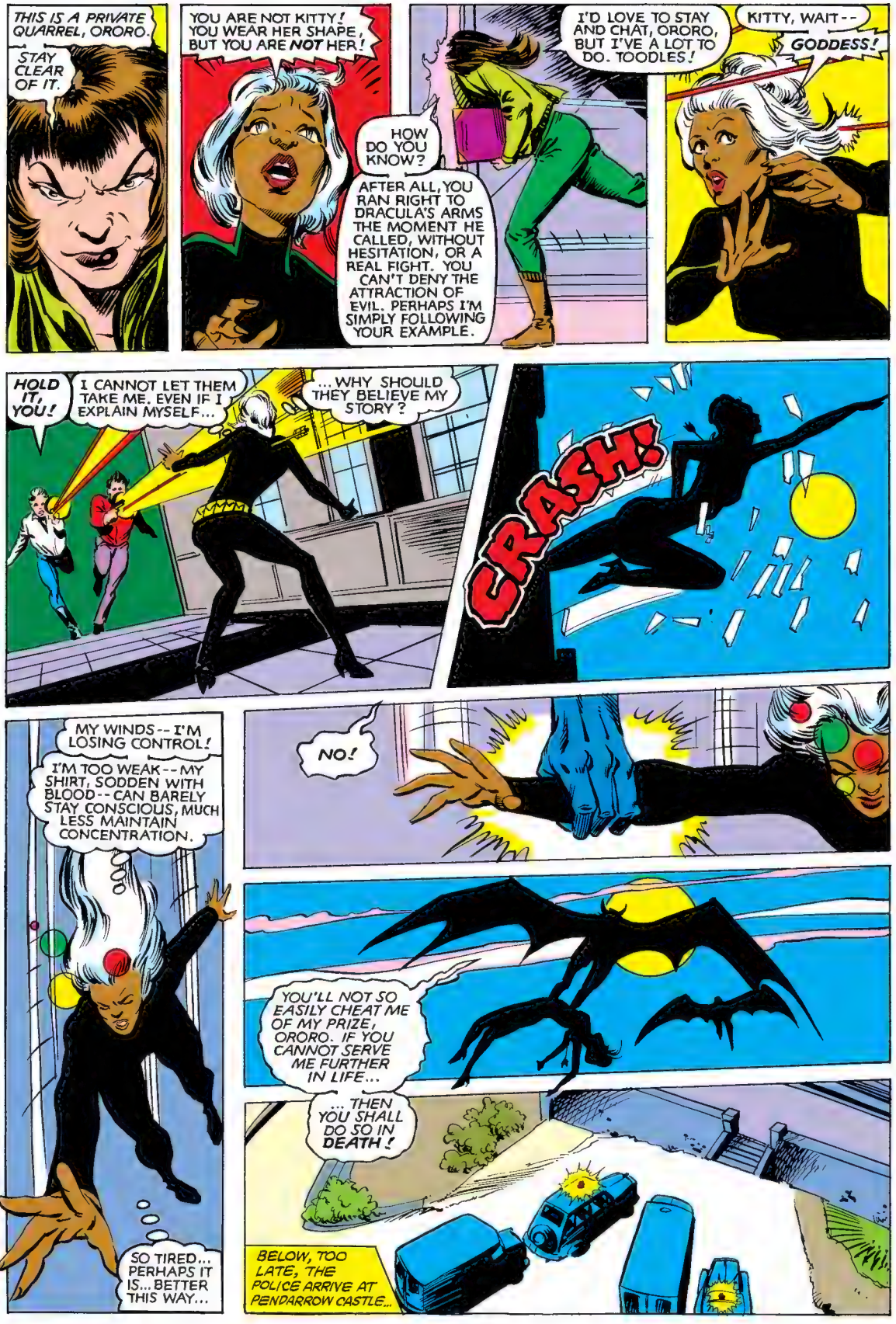
YOU RELINQUISHED YOUR POWER OVER ME WHEN LAST WE MET.
CIRCUM-STANCES WERE DIFFERENT THEN.
WHY AM I HERE?! WHY DID YOU BREAK YOUR WORD?!
BECAUSE I HAD NO CHOICE.
YOUR TONGUE IS INSOLENT, WOMAN. YOU NEED REMINDING WHO IS *MASTER* OF YOUR SOUL.
AND YOU, VAMPIRE, NEED A LESSON IN HUMILITY.
HAH! YOUR FATE WAS SEALED THE INSTANT I TASTED YOUR BLOOD. TRUE, I LEFT YOU TO LIVE OUT YOUR DAYS IN PEACE -- KNOWING THAT YOU WOULD RISE FROM THE GRAVE TO JOIN ME, AS ONE OF THE ***UNDEAD!***
LIAR!
LOOK INTO YOUR HEART, ORORO.
M-MY NECK--!
YOU CANNOT DENY THE TRUTH.
BLOOD!
YOUR WILL, YOUR BODY, YOUR SOUL, WIND RIDER-- ARE *MINE!*


YOU FIGHT LIKE A WARRIOR-BORN. WITH ONE SUCH AS YOU BY MY SIDE, THE WORLD IS OURS FOR THE TAKING!
BUT THIS WAS NO EASY STRUGGLE FOR EITHER OF US. WE ARE BOTH DRAINED, AND BEFORE TOMORROW'S DAWN WE WILL NEED ALL OUR STRENGTH AND MORE!
FEED HER, RACHEL. I SHALL SEE TO MY OWN NEEDS.
NO! NONE MUST DIE... BECAUSE OF ME! DRACULA!
YOU WASTE YOUR BREATH. YOU CANNOT STOP HIM.
HER GRIP-- HOLDS ME LIKE A VISE.
I FEEL SO WEAK, I CANNOT FOCUS MY CONCENTRATION SUFFICIENTLY TO COMMAND THE ELEMENTS. I MUST BIDE MY TIME, WAIT FOR THE PROPER MOMENT, AND WHEN IT COMES--
--STRIKE WITHOUT MERCY.
HOW COULD I HAVE FOUND DRACULA NOBLE... ATTRACTIVE...? PERHAPS BECAUSE HE EMBODIES EVERYTHING I AM NOT AND CAN--MUST--NEVER BE.
HE CALLED YOU RACHEL?
I AM RACHEL VAN HELSING.
I KNOW OF THE NAME. BUT I THOUGHT YOU AND HE WERE SWORN ENEMIES?
SO WE WERE...
...WHEN I WAS ALIVE.
LIKE DEATH, ORORO, I CAN LOSE INNUMERABLE BATTLES-- CONTENT THAT THE FINAL VICTORY WILL BE MINE. I AM ETERNAL, MY FOES ARE NOT. THEY AGE, THEY WITHER, UNTIL, EVENTUALLY, THE REAPER CLAIMS THEM. OR I DO.
I TRULY THOUGHT OUR PATHS WOULD NOT AGAIN CROSS, WHILE YOU LIVED. HOWEVER, MY NEED IS SUCH THAT I COULD AFFORD NEITHER DELAY NOR THE SLIGHTEST CHANCE OF YOUR REFUSAL--HENCE, THE MELODRAMATIC NATURE OF MY SUMMONS.
WHEN THIS TASK IS COMPLETE, YOU WILL BE FREE TO GO.
UNTIL THE NEXT TIME--! UNTIL I'M REBORN AS A VAMPIRE!

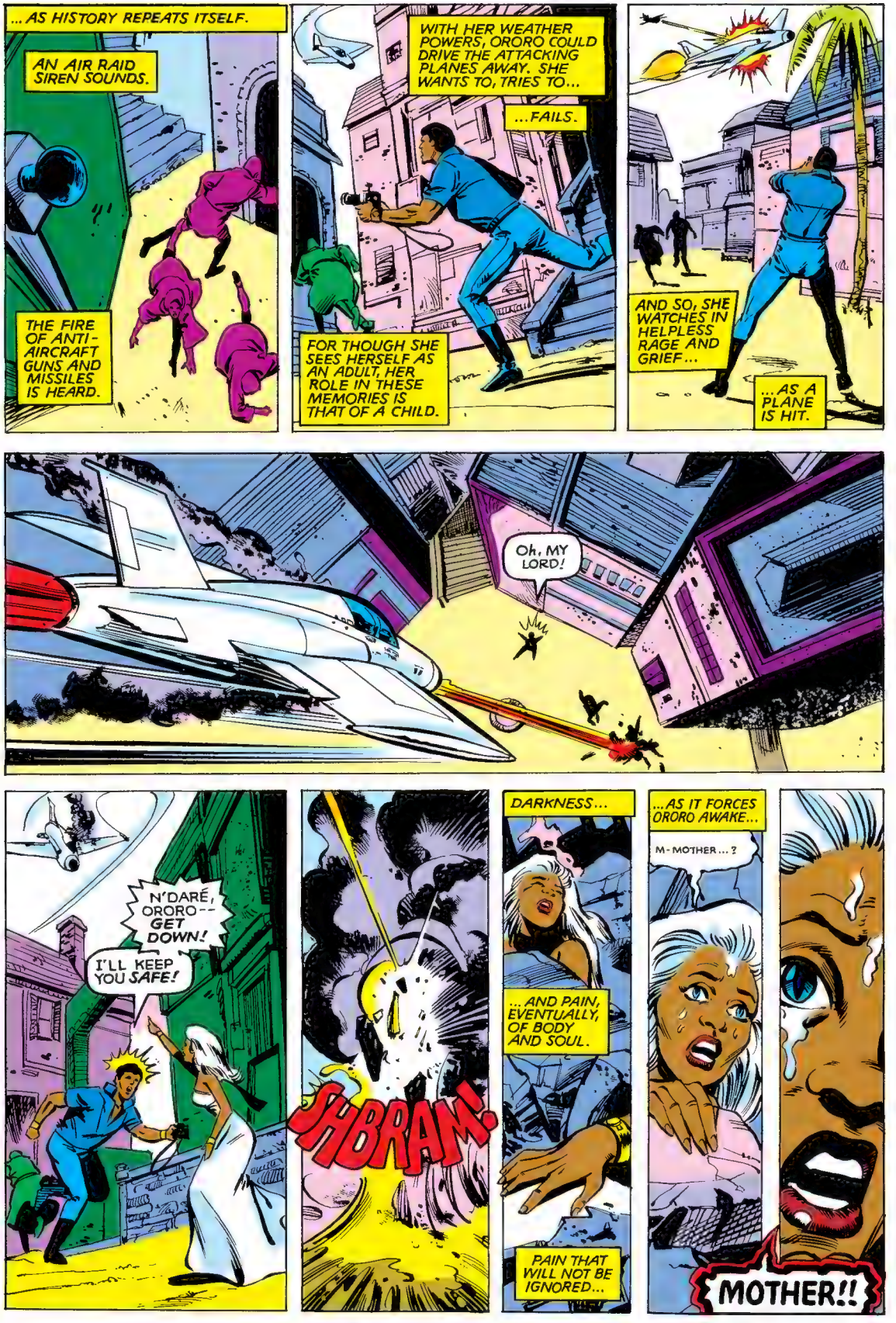

SINCE I, TOO, HAVE NO CHOICE, I WILL HELP YOU--
-- WITH TWO PROVISIONS. NO ONE WILL BE HARMED.
AND THERE MUST BE NOTHING TO LINK THIS AFFAIR WITH THE X-MEN.
AGREED.
WHAT IS IT YOU WANT FROM ME?
THERE EXISTS A BOOK WHICH CONTAINS A MYSTIC SPELL FOR THE OBLITERATION OF VAMPIRES. I WISH YOU TO STEAL IT.
THE TOWN OF PENDARROW...
...AN HOUR LATER.
BY THE BRIGHT LADY, THERE IS AN INCREDIBLE SENSE OF PEACE AND ANCIENT MAJESTY ABOUT THIS PLACE. IT REMINDS ME OF MY AFRICAN HOME.
I DO NOT UNDERSTAND, DRACULA. WHY NOT BREAK INTO THE CASTLE AND SEIZE THE BOOK YOURSELF?
BECAUSE THAT FORTRESS IS BUILT ATOP ONE OF THE HOLIEST SPOTS IN BRITAIN, A STOREHOUSE OF ELDRITCH ENERGY THAT RIVALS STONEHENGE.
TO COME THIS CLOSE IS UNCOMFORTABLE. ANY NEARER AND WE WOULD BE IN AGONY.
INGENIOUS. WHO CHOSE THIS LOCATION?
RACHEL, OF COURSE. FOR THAT, AND... OTHER THINGS...
...SHE HAS PAID THE PRICE.
TIME--AND MY PATIENCE--GROW SHORT, WOMAN. BE ABOUT YOUR BUSINESS!

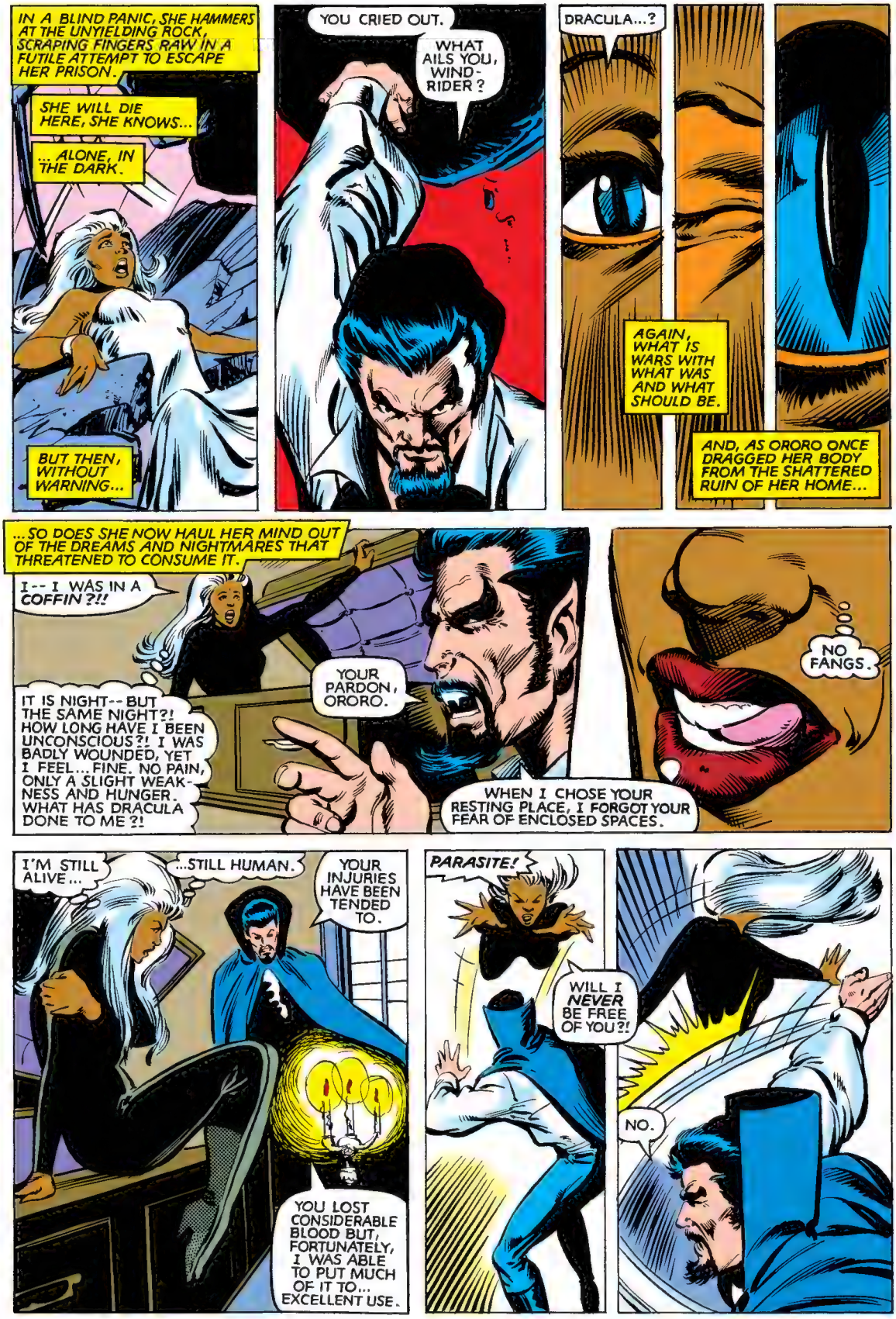

AFTER A BRIEF DISCUSSION WITH RACHEL...
PENDARROW HILL IS ITS OWN DEFENSE AGAINST THE UNDEAD.
BUT RACHEL TOOK NO CHANCES. SHE KNEW DRACULA COULD ACQUIRE HUMAN--LIVING--SERVANTS TO DO HIS BIDDING, LIKE ME. SO THE CASTLE IS FURTHER PROTECTED BY A SOPHISTICATED SECURITY SYSTEM.
EVEN RACHEL DOESN'T KNOW ALL OF THE COMPONENTS--ANOTHER SAFEGUARD...
...IN CASE DRACULA EVER GOT AHOLD OF HER.
ONCE I REACH THE BALCONY, I MUST USE MY WINDS TO HOVER--SO I DO NOT ACTIVATE THE WEIGHT SENSORS SET INTO THE FLOOR--WHILE TAKING CARE THAT THOSE SELF-SAME WINDS...
...DO NOT IN TURN TRIP THE MOTION SENSORS.
IT IS FORTUNATE THAT I KEPT UP THE SKILLS TAUGHT ME IN MY... WAYWARD YOUTH. I WAS THE BEST THIEF IN CAIRO. I HOPE I HAVE NOT LOST MY TOUCH...
...BECAUSE I SHALL NEED ALL MY ABILITY--AND MY MUTANT POWERS--TO REACH THAT SAFE, UNDETECTED--
--OHH!
SHOKK!
HER REACTION IS AUTOMATIC, INSTANTANEOUS--
--A LIGHTNING BOLT, TO STUN HER ASSAILANT.
BRAAANNNNNNNNNGGGGG
I'VE TRIGGERED THE ALARM!
LOST MY BALANCE--I'M FALLING!
WHO ATTACKED ME?! I WAS EXPECTING TROUBLE--WHY DID I NOT HEAR ANYTHING?!
KITTY?!?
I'M SORRY, STORM. YOU SERVE HIM NOW. I CAN'T AFFORD TO LET YOU LI--
WHUNFF!
SHE MEANS IT! SHE WAS TRYING TO KILL ME!
HAS THE CHILD GONE MAD?!
A GUST OF WIND SENDS KITTY SPRAWLING...


KATYA!
IF YOU HAVE HARMED HER, WIND-WITCH, I WILL TEAR YOU LIMB FROM LIMB!
COLOSSUS--NOT YOU, TOO!
HAVE I GONE MAD?!
KITTY COMMANDS IT.
MANY HAVE THREATENED ME, BUT I AM STILL HERE, ALIVE AND WHOLE.
SHE MANIPULATES HUMIDITY AND TEMPERATURE, TURNING THE FLOOR BENEATH HER TEAMMATE TO ICE BEFORE KNOCKING HIM OFF-BALANCE WITH A BLAST OF ARCTIC AIR.
WHAT IS HAPPENING?! WHY ARE YOU DOING THIS?!
THAT ACT REQUIRES NEARLY ALL HER WANING STRENGTH--BELATEDLY SHE REALIZES THAT HER WOUND IS FAR MORE SERIOUS THAN SHE THOUGHT.
SHE SATURATES COLOSSUS WITH ATMOSPHERIC WATER BEFORE FREEZING IT--AND HIM--SOLID IN THE LITERAL BLINK OF AN EYE WITH A KATABATIC ICE STORM.
KITTY!
THAT SHOULD HOLD HIM FOR AWHILE. NOW TO COMPLETE...
ON THE BALCONY--!
I HAVE THE MONTESI FORMULA!
BEFORE THIS NIGHT IS DONE, DRACULA, BELOVED SIRE--
--YOU WILL BE DUST!!


THIS IS A PRIVATE QUARREL, ORORO.
STAY CLEAR OF IT.
YOU ARE NOT KITTY! YOU WEAR HER SHAPE, BUT YOU ARE NOT HER!
HOW DO YOU KNOW?
AFTER ALL, YOU RAN RIGHT TO DRACULA'S ARMS THE MOMENT HE CALLED, WITHOUT HESITATION, OR A REAL FIGHT. YOU CAN'T DENY THE ATTRACTION OF EVIL. PERHAPS I'M SIMPLY FOLLOWING YOUR EXAMPLE.
I'D LOVE TO STAY AND CHAT, ORORO, BUT I'VE A LOT TO DO. TOODLES!
KITTY, WAIT--
GODDESS!
HOLD IT, YOU!
I CANNOT LET THEM TAKE ME. EVEN IF I EXPLAIN MYSELF...
...WHY SHOULD THEY BELIEVE MY STORY?
CRASH!
MY WINDS--I'M LOSING CONTROL!
I'M TOO WEAK--MY SHIRT, SODDEN WITH BLOOD--CAN BARELY STAY CONSCIOUS, MUCH LESS MAINTAIN CONCENTRATION.
SO TIRED... PERHAPS IT IS... BETTER THIS WAY...
NO!
YOU'LL NOT SO EASILY CHEAT ME OF MY PRIZE, ORORO. IF YOU CANNOT SERVE ME FURTHER IN LIFE...
... THEN YOU SHALL DO SO IN DEATH!
BELOW, TOO LATE, THE POLICE ARRIVE AT PENDARROW CASTLE...

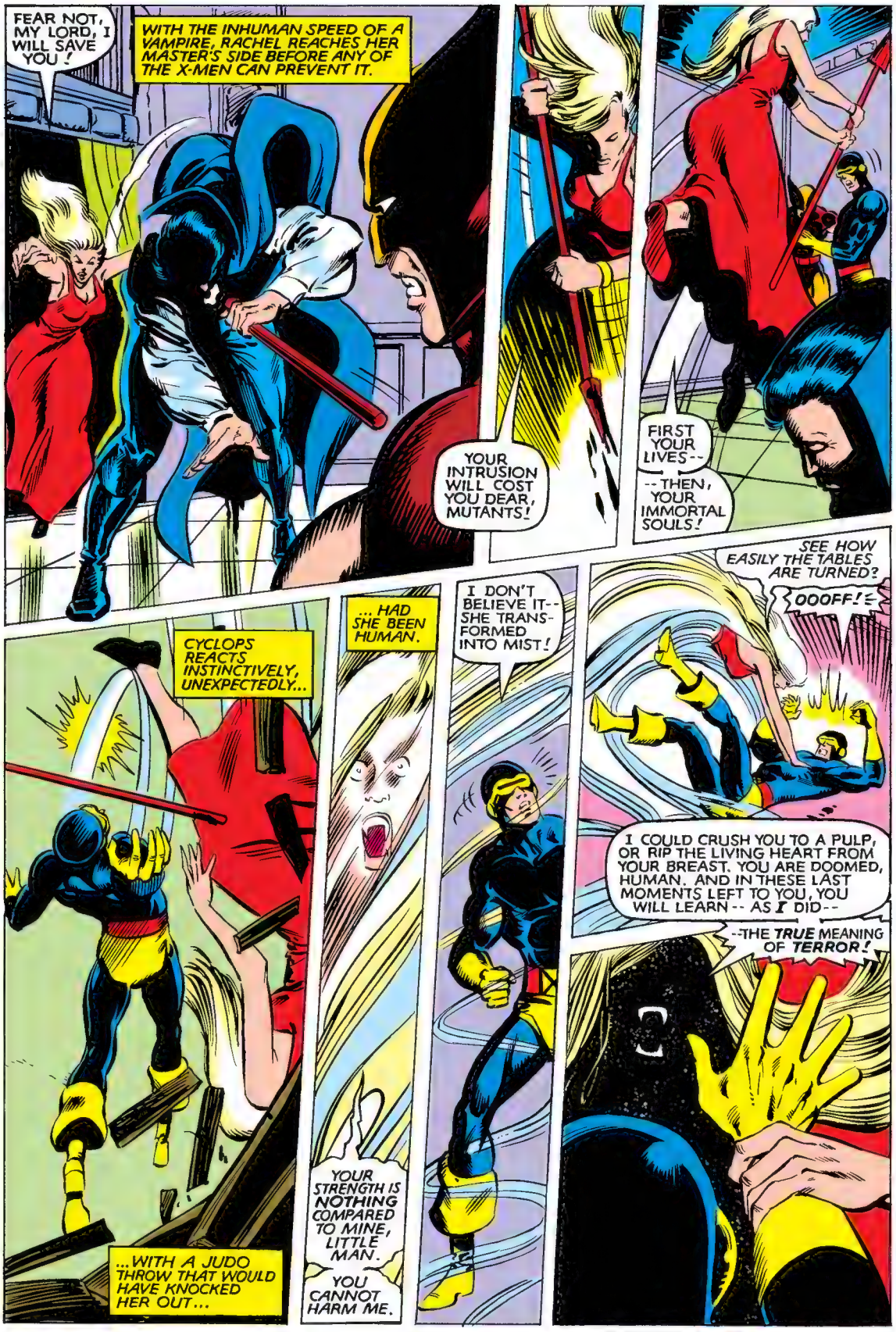
CHAPTER 3
THE CENTRAL BAZAAR--CAIRO, EGYPT.
AT FIRST, SHE DOES NOT BELIEVE WHERE SHE IS.
SHE TELLS HERSELF THIS IS A DREAM, THE FANTASY OF A DELIRIOUS MIND, AND INDEED, THE DETAILS ARE NOT ALL AS SHE REMEMBERS THEM--YET, TRY AS SHE MIGHT, SHE CANNOT DENY THE SCENE'S REALITY, OR MAKE IT GO AWAY.
MY GOWN, MY SCARF...
...THEY ARE DRACULA'S.
SO, REAL AS THIS SEEMS, IT MUST BE AN ILLUSION. BUT IS HE THE CAUSE, OR AM I DOING THIS TO MYSELF?! AND WHY, TO WHAT PURPOSE?!
DOES MADNESS NEED A REASON?
ORORO!
THAT VOICE--NO! IT CANNOT BE!
THERE YOU ARE, YOU NAUGHTY GIRL!
MOTHER!
DIDN'T YOU HEAR ME CALLING? I'VE BEEN HUNTING ALL THROUGH THE BAZAAR FOR YOU, YOUNG LADY. I AM NOT IN THE BEST OF TEMPERS.
I... I'M SORRY, MAMA.
AS WELL YOU SHOULD BE, CONSIDERING HOW OFTEN I--AND YOUR FATHER--HAVE TOLD YOU NOT TO RUN OFF LIKE THAT.
EGYPT IS AT WAR, ORORO. IT'S A DANGEROUS PLACE. YOU MUST BE MORE CAREFUL.
WE'RE HOME, DAVID!
FATHER!
N'DARÉ, ORORO--HAVE A GOOD TIME AT THE BAZAAR? BRING ME ANY PRESENTS?
SHE FEELS NUMB, STRUCK BY A PAIN SO GREAT IT TRANSCENDS SENSATION. SHE CANNOT ACT, ONLY WATCH IN HELPLESS HORROR...

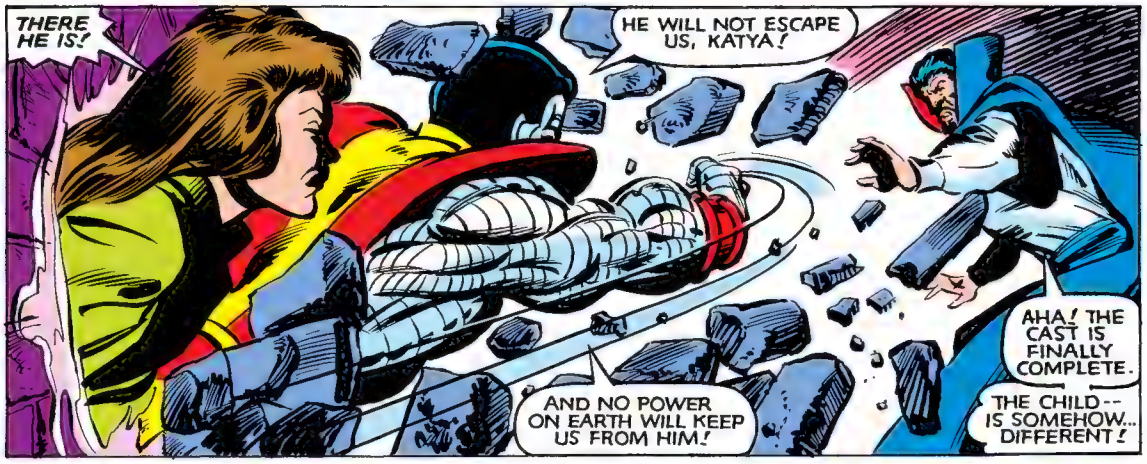

...AS HISTORY REPEATS ITSELF.
AN AIR RAID SIREN SOUNDS.
THE FIRE OF ANTI-AIRCRAFT GUNS AND MISSILES IS HEARD.
WITH HER WEATHER POWERS, ORORO COULD DRIVE THE ATTACKING PLANES AWAY. SHE WANTS TO, TRIES TO...
...FAILS.
FOR THOUGH SHE SEES HERSELF AS AN ADULT, HER ROLE IN THESE MEMORIES IS THAT OF A CHILD.
AND SO, SHE WATCHES IN HELPLESS RAGE AND GRIEF...
...AS A PLANE IS HIT.
Oh, MY LORD!
N'DARÉ, ORORO-- GET DOWN!
I'LL KEEP YOU SAFE!
SHBRAM!
DARKNESS...
...AND PAIN, EVENTUALLY, OF BODY AND SOUL.
PAIN THAT WILL NOT BE IGNORED...
...AS IT FORCES ORORO AWAKE...
M-MOTHER...?
MOTHER!!

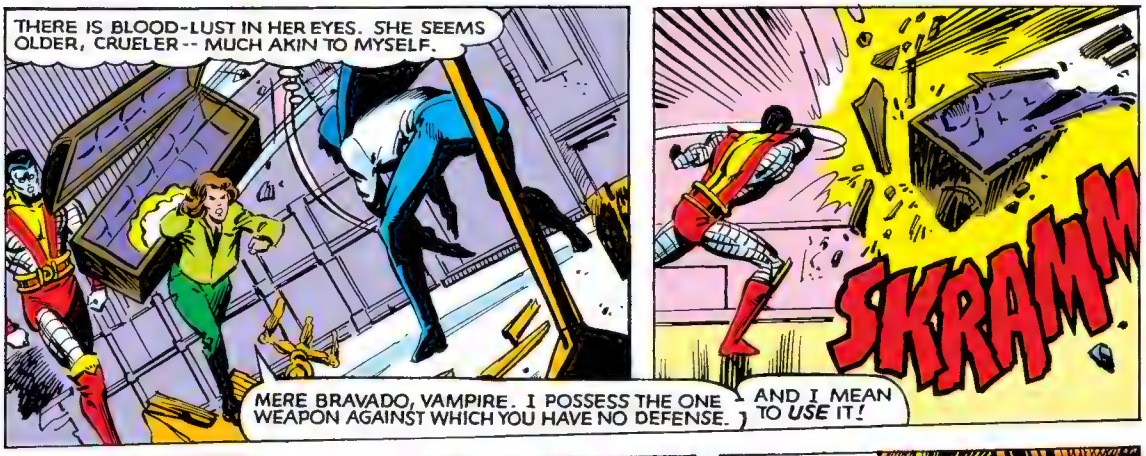

IN A BLIND PANIC, SHE HAMMERS AT THE UNYIELDING ROCK, SCRAPING FINGERS RAW IN A FUTILE ATTEMPT TO ESCAPE HER PRISON.
SHE WILL DIE HERE, SHE KNOWS...
... ALONE, IN THE DARK.
BUT THEN, WITHOUT WARNING...
YOU CRIED OUT.
WHAT AILS YOU, WIND-RIDER?
DRACULA...?
AGAIN, WHAT IS WARS WITH WHAT WAS AND WHAT SHOULD BE.
AND, AS ORORO ONCE DRAGGED HER BODY FROM THE SHATTERED RUIN OF HER HOME...
...SO DOES SHE NOW HAUL HER MIND OUT OF THE DREAMS AND NIGHTMARES THAT THREATENED TO CONSUME IT.
I-- I WAS IN A COFFIN?!!
IT IS NIGHT-- BUT THE SAME NIGHT?! HOW LONG HAVE I BEEN UNCONSCIOUS?! I WAS BADLY WOUNDED, YET I FEEL... FINE. NO PAIN, ONLY A SLIGHT WEAKNESS AND HUNGER. WHAT HAS DRACULA DONE TO ME?!
YOUR PARDON, ORORO.
WHEN I CHOSE YOUR RESTING PLACE, I FORGOT YOUR FEAR OF ENCLOSED SPACES.
NO FANGS.
I'M STILL ALIVE...
...STILL HUMAN.
YOUR INJURIES HAVE BEEN TENDED TO.
YOU LOST CONSIDERABLE BLOOD BUT, FORTUNATELY, I WAS ABLE TO PUT MUCH OF IT TO... EXCELLENT USE.
PARASITE!
WILL I NEVER BE FREE OF YOU?!
NO.

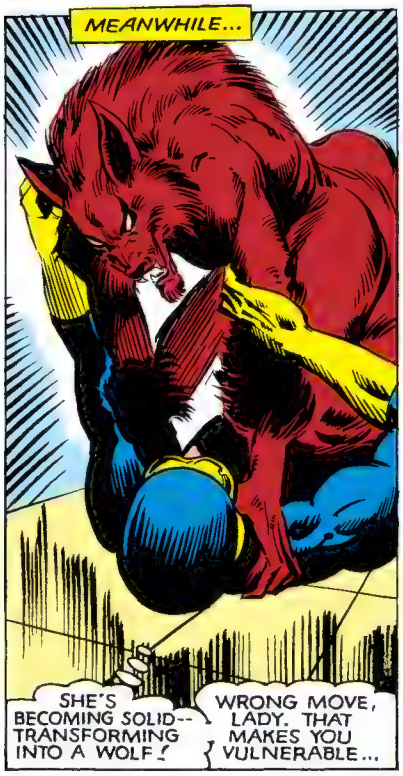
THE WOUND WAS MORTAL, ORORO. I COULD HAVE LET YOU DIE.
IS THAT SUPPOSED TO BE A KINDNESS?! YOU HAVE MADE MY LIFE AS FALSE AS THE ILLUSION YOU USED TO SUMMON ME.
NOTHING I DO MATTERS-- BECAUSE, IN THE END, UNLESS I DESTROY MYSELF UTTERLY, I'LL BECOME LIKE YOU!
THERE ARE WORSE FATES.
THAN BECOMING A LIVING DENIAL OF EVERYTHING YOU HELD DEAR?!
YOU DO NOT UNDERSTAND. HE OFFERS RAPTURE-- AND POWER-- BEYOND COMPREHENSION.
YES, I SEE HOW HAPPY HE HAS MADE YOU, RACHEL.
HE OFFERS NOTHING I DESIRE.
THAT WILL CHANGE.
THE CHILD, KITTY, HAS THE MONTESI FORMULA. I MUST DESTROY HER BEFORE SHE DOES, ME. TO DO THAT, I NEED EVERY ADVANTAGE--
--THE STRENGTH OF YOUR MUTANT BLOOD, PLUS THE IRRESISTABLE MIGHT OF YOU BY MY SIDE...
... AS A VAMPIRE!
NO!
YOU'LL NOT HARM HER THROUGH ME!
Oh YES, ORORO. I SHALL.
WRONG, VAMPIRE!
WHO DARES--
ZARK!
--AHHRRR!!

THE X-MEN, BUB.
WE LOOK AFTER OUR OWN.
STORM, ARE YOU OKAY?!
SAVE YOUR CONCERN FOR YOURSELVES, DOG--
-- DURING THE FEW SECONDS LEFT IN YOUR PITIFUL EXISTENCE!
WOLVERINE!
UNBREAKABLE ADAMANTIUM CLAWS FLASH FROM BIONIC HOUSINGS IN WOLVERINE'S FOREARM...
...TO BAT THE SPEAR ASIDE...
...INTO NIGHTCRAWLER'S HANDS.
CHUK!
HE TELEPORTS, MATERIALIZING LITERALLY ATOP DRACULA, CATCHING THE VAMPIRE LORD BY SURPRISE.
THEN, WORK DONE, HE DISAPPEARS AGAIN.
BAMF!

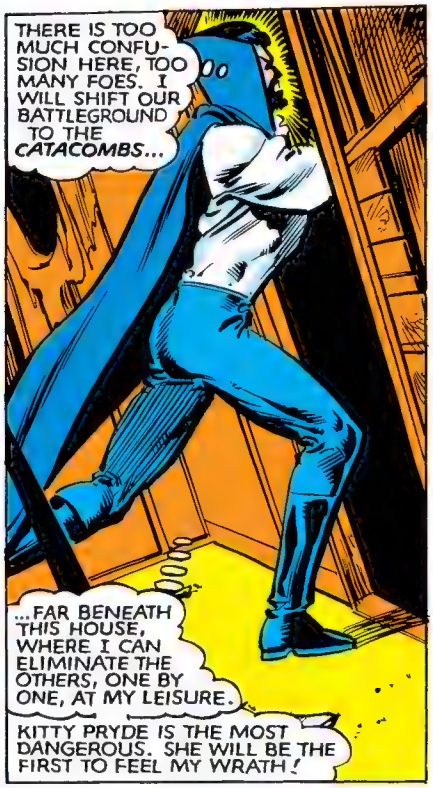

FEAR NOT, MY LORD, I WILL SAVE YOU!
WITH THE INHUMAN SPEED OF A VAMPIRE, RACHEL REACHES HER MASTER'S SIDE BEFORE ANY OF THE X-MEN CAN PREVENT IT.
YOUR INTRUSION WILL COST YOU DEAR, MUTANTS!
FIRST YOUR LIVES--
--THEN, YOUR IMMORTAL SOULS!
SEE HOW EASILY THE TABLES ARE TURNED?
OOOFF!
I COULD CRUSH YOU TO A PULP, OR RIP THE LIVING HEART FROM YOUR BREAST. YOU ARE DOOMED, HUMAN. AND IN THESE LAST MOMENTS LEFT TO YOU, YOU WILL LEARN -- AS I DID--
--THE TRUE MEANING OF TERROR!
I DON'T BELIEVE IT-- SHE TRANS-FORMED INTO MIST!
... HAD SHE BEEN HUMAN.
YOUR STRENGTH IS NOTHING COMPARED TO MINE, LITTLE MAN.
YOU CANNOT HARM ME.
CYCLOPS REACTS INSTINCTIVELY, UNEXPECTEDLY...
...WITH A JUDO THROW THAT WOULD HAVE KNOCKED HER OUT...


THERE HE IS!
HE WILL NOT ESCAPE US, KATYA!
AHA! THE CAST IS FINALLY COMPLETE.
THE CHILD-- IS SOMEHOW... DIFFERENT!
AND NO POWER ON EARTH WILL KEEP US FROM HIM!


THERE IS BLOOD-LUST IN HER EYES. SHE SEEMS OLDER, CRUELER-- MUCH AKIN TO MYSELF.
SKRAMM
MERE BRAVADO, VAMPIRE. I POSSESS THE ONE WEAPON AGAINST WHICH YOU HAVE NO DEFENSE.
AND I MEAN TO USE IT!

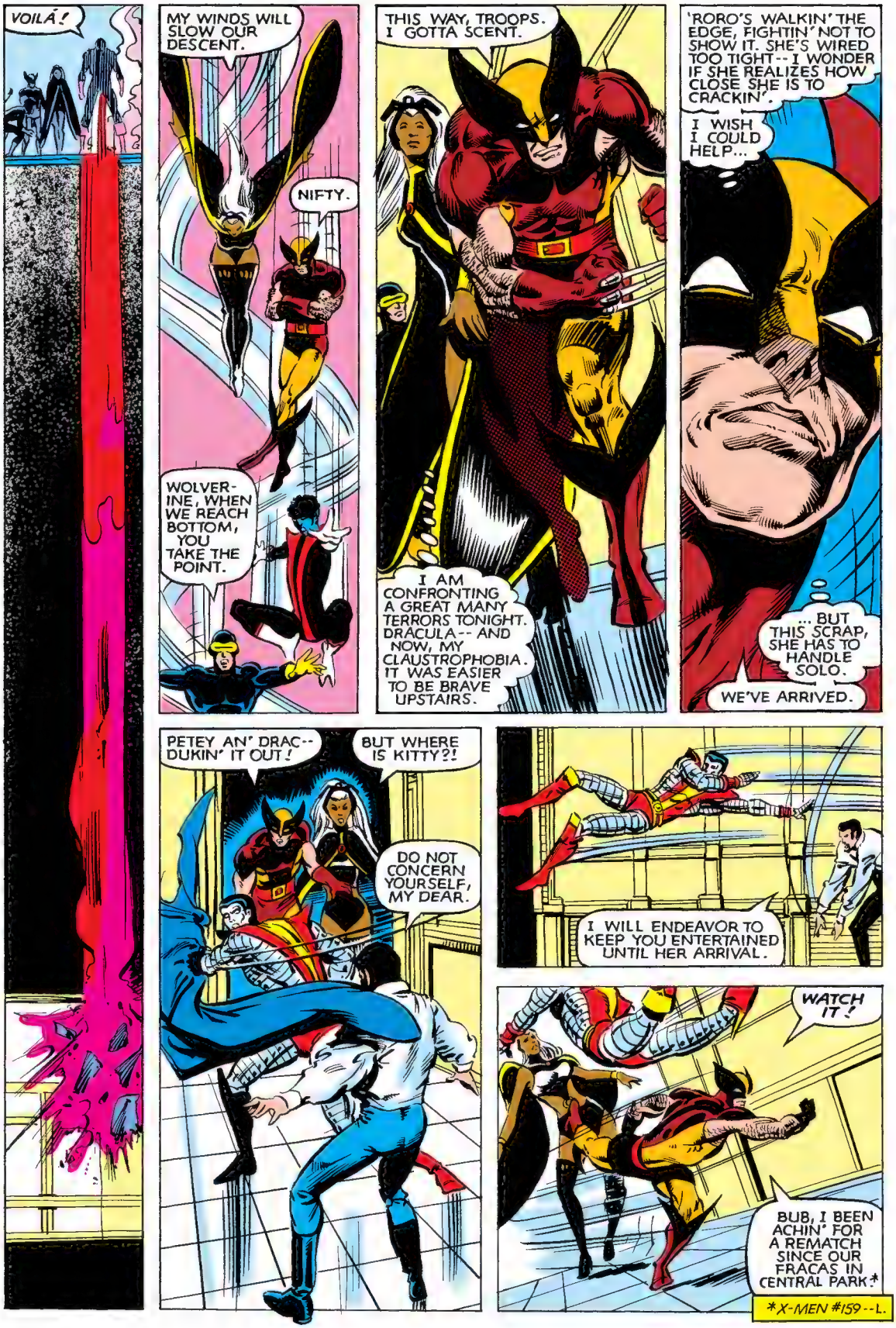

MEANWHILE...
SHE'S BECOMING SOLID-- TRANSFORMING INTO A WOLF!
WRONG MOVE, LADY. THAT MAKES YOU VULNERABLE...

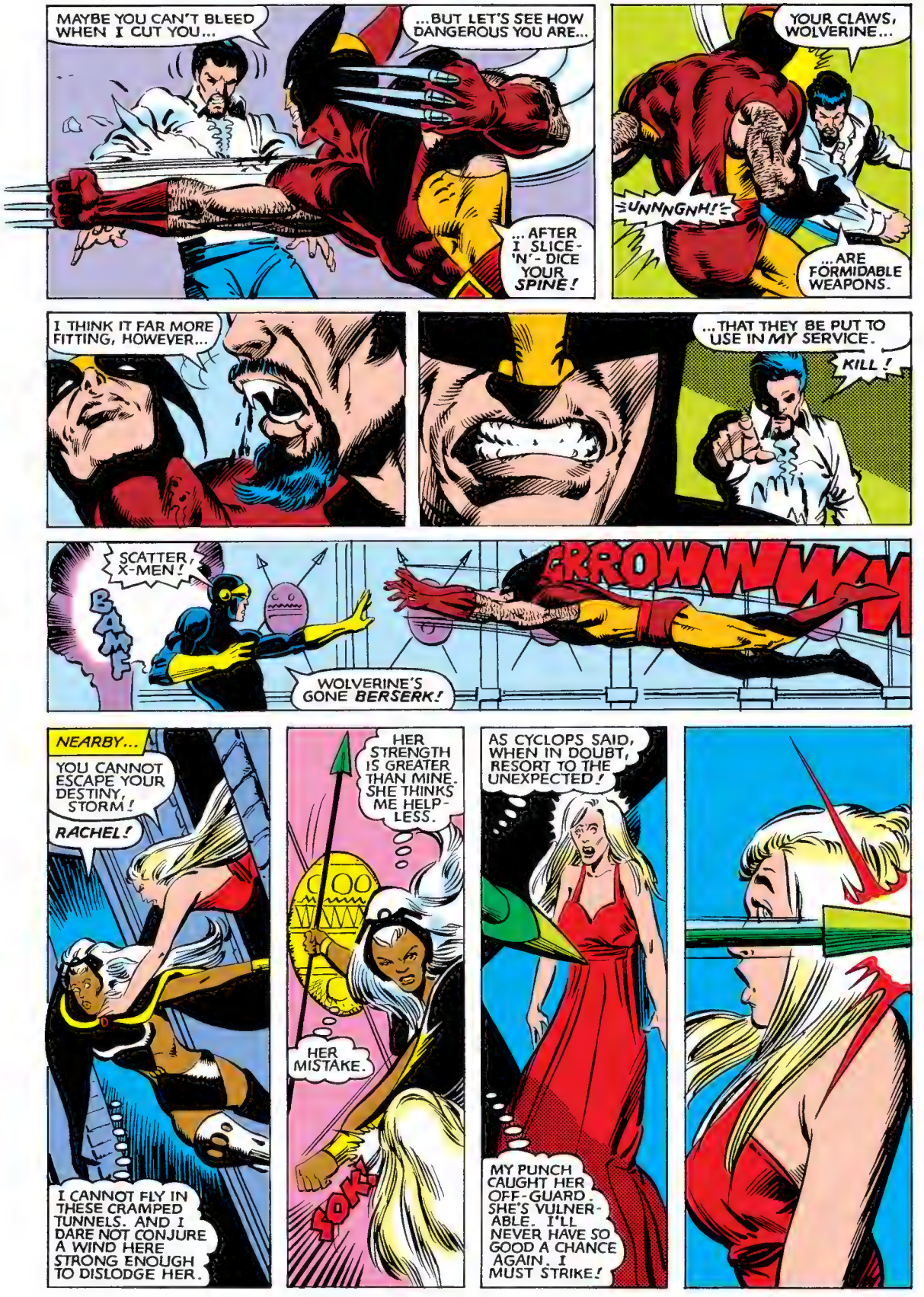
ZAP!
...TO MY OPTIC BLASTS!

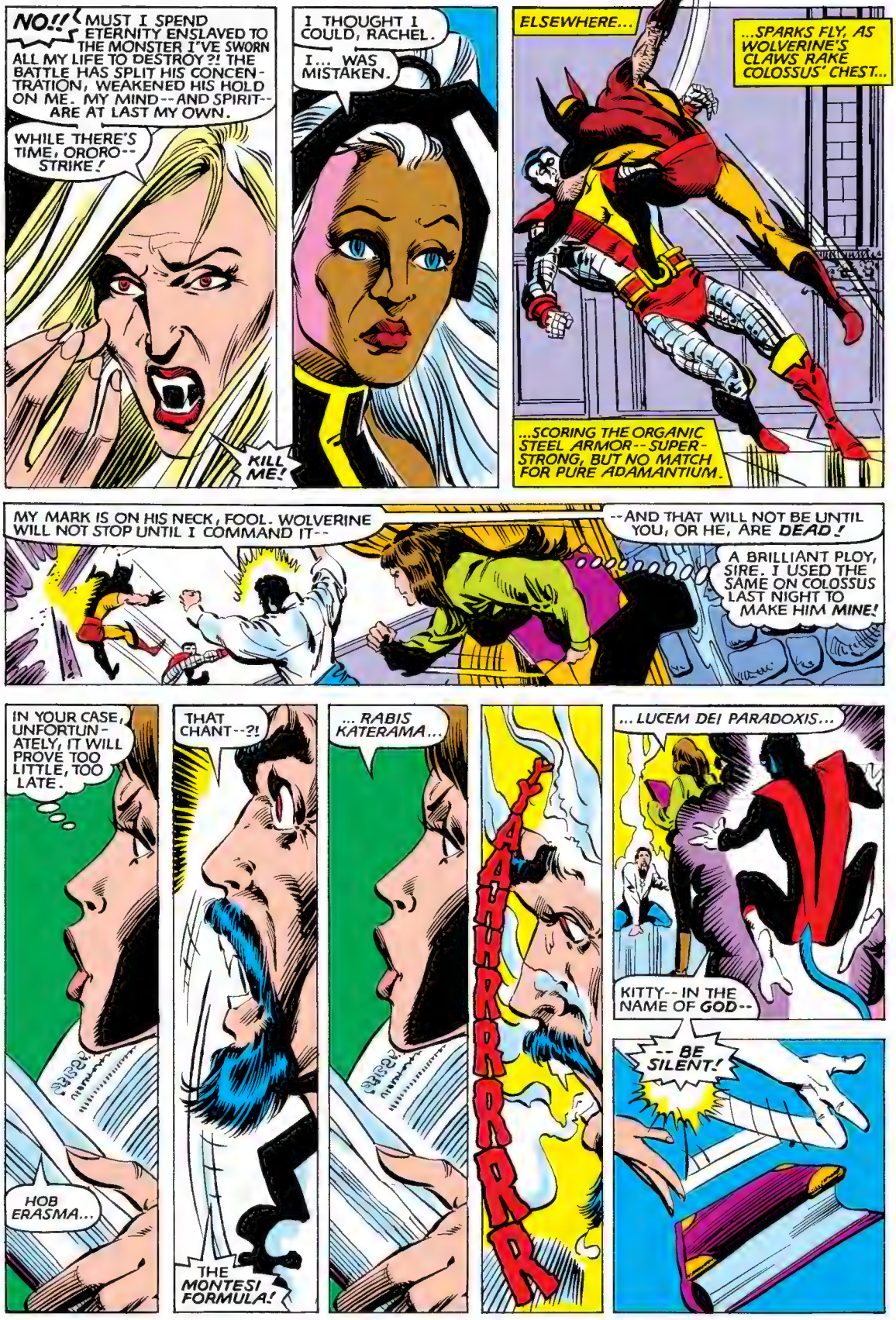

THERE IS TOO MUCH CONFUSION HERE, TOO MANY FOES. I WILL SHIFT OUR BATTLEGROUND TO THE CATACOMBS...
...FAR BENEATH THIS HOUSE, WHERE I CAN ELIMINATE THE OTHERS, ONE BY ONE, AT MY LEISURE.
KITTY PRYDE IS THE MOST DANGEROUS. SHE WILL BE THE FIRST TO FEEL MY WRATH!

A SECRET PASSAGE!
NO POINT IN HUNTING FOR THE LATCH.
I'LL MERELY PHASE THROUGH THE WALL.
COLOSSUS--FOLLOW ME!
PETEY, HOLD UP! WHAT THE BLAZES IS GOIN' ON?!
WHY'D YOU AN' KITTY SWIPE THE "BLACKBIRD"..*
* THE X-MEN'S PRIVATE AIRCRAFT--L.
BEGONE, WOLVERINE! KATYA HAS SUMMONED ME. I MUST GO TO HER.
AND IF YOU TRY TO STOP ME, X-MAN--
--YOU WILL REGRET IT!
COLOSSUS, WAIT! DON'T GO IN THERE!
THE PASSAGE MIGHT BE BOOBY-TRAPPED!
THOOM!
A DEAD-FALL!
STAND CLEAR, EVERYONE, WHILE I PULVERIZE THAT SLAB.
IT MUST WEIGH TONS. COULD EVEN PETER SURVIVE SUCH AN IMPACT?!
I GUESS SO, NIGHTCRAWLER.
HE'S GONE.

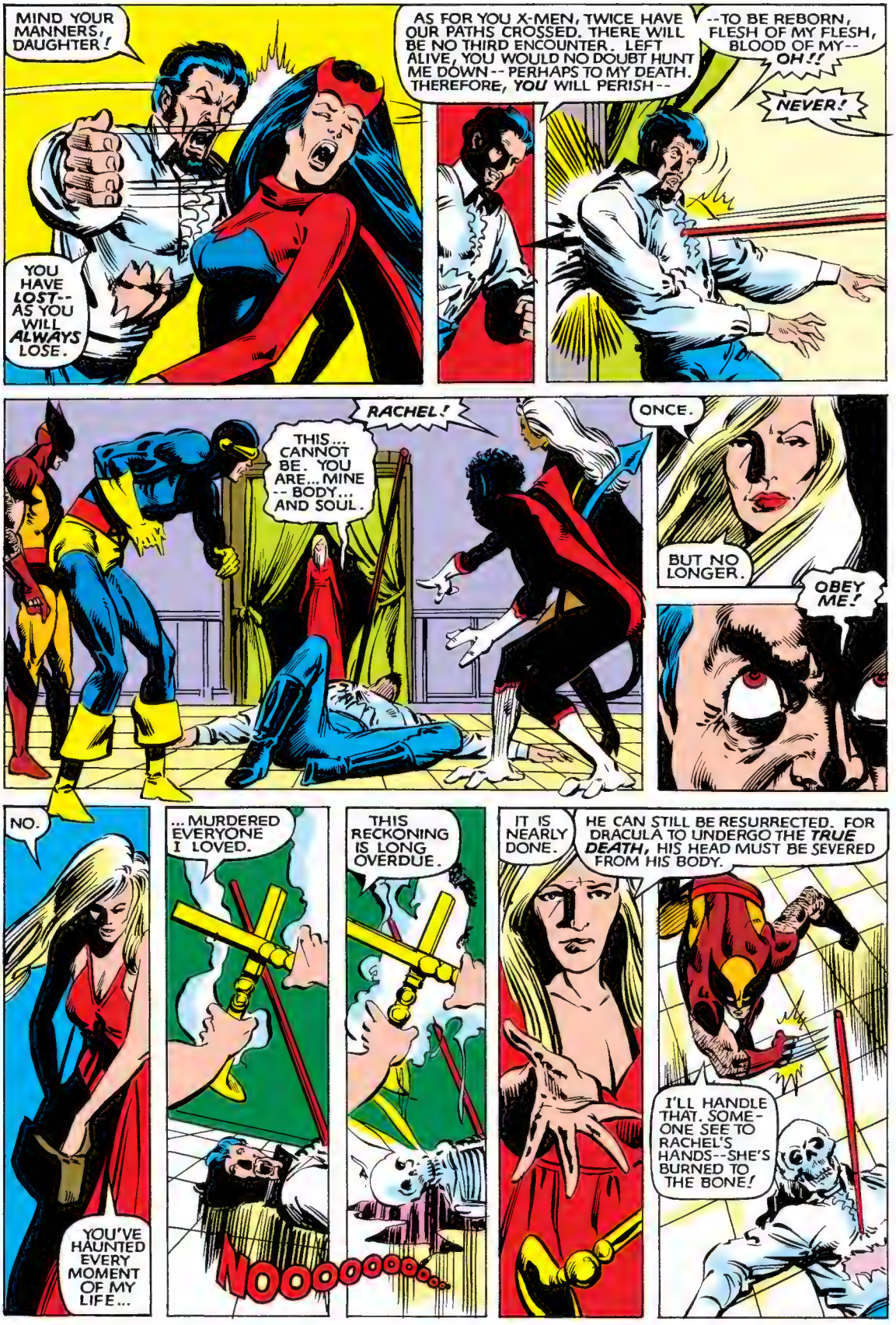
HEARTFELT GREETINGS-- AND MUTUAL EXPLANATIONS-- ARE SPEEDILY EXCHANGED...
HOW DID YOU FIND ME?
WHEN KITTY SWIPED THE BLACKBIRD, SHE SET-OFF THE ALARMS. THE JET'S AUTOMATIC TRACER BEACON ALLOWED US TO FOLLOW IT TO ENGLAND.
ON ARRIVAL, WE HEARD ABOUT THE BREAK-IN AT PENDARROW CASTLE. THAT BECAME OUR NEXT STOP. WOLVERINE'S ENHANCED SENSES AND TRACKING ABILITIES DID THE REST.
KURT, GET ORORO TO SAFETY. WOLVIE AND I WILL...
I AM TEAM LEADER, CYCLOPS. MY PLACE IS HERE.
DON'T BE RIDICULOUS. YOU'RE IN NO SHAPE FOR A FIGHT.
SUPPOSE DRACULA REGAINS CONTROL OF YOU.
IN A BURST OF LIGHT, STORM CHANGES INTO HER COSTUME...
I KNOW THE RISK. BUT IF I AM TO BE TRUE TO MYSELF -- AS ORORO AND STORM -- I MUST STAY.
WIN OR LOSE, I MUST AT LEAST TRY.
ALL RIGHT.
SOMETHING ELSE, THOUGH-- I BELIEVE KITTY AND PETER ARE UNDER ANOTHER'S INFLUENCE.
SOUNDS LOGICAL, THE WAY THEY'VE BEEN ACTING.
NASTY WEATHER OUTSIDE, ALL OF A SUDDEN. YOUR DOIN', DARLIN'?
IN PART, I FEAR SO, WOLVERINE.
A REFLECTION OF MY MOOD. SHALL I BANISH IT?
SAVE YOUR STRENGTH, WE'LL NEED IT.
THE PASSAGE IS OPEN, CYCLOPS...
...BUT THERE MAY BE MORE BOOBY-TRAPS.
FORGET ABOUT THAT, NIGHT-CRAWLER.
WE'LL MAKE OUR OWN WAY INTO THE CATACOMBS.


VOILÁ!
MY WINDS WILL SLOW OUR DESCENT.
NIFTY.
WOLVERINE, WHEN WE REACH BOTTOM, YOU TAKE THE POINT.
THIS WAY, TROOPS. I GOTTA SCENT.
I AM CONFRONTING A GREAT MANY TERRORS TONIGHT. DRACULA-- AND NOW, MY CLAUSTROPHOBIA. IT WAS EASIER TO BE BRAVE UPSTAIRS.
'RORO'S WALKIN' THE EDGE, FIGHTIN' NOT TO SHOW IT. SHE'S WIRED TOO TIGHT-- I WONDER IF SHE REALIZES HOW CLOSE SHE IS TO CRACKIN'.
I WISH I COULD HELP...
... BUT THIS SCRAP, SHE HAS TO HANDLE SOLO.
WE'VE ARRIVED.
PETEY AN' DRAC-- DUKIN' IT OUT!
BUT WHERE IS KITTY?!
DO NOT CONCERN YOURSELF, MY DEAR.
I WILL ENDEAVOR TO KEEP YOU ENTERTAINED UNTIL HER ARRIVAL.
WATCH IT!
BUB, I BEEN ACHIN' FOR A REMATCH SINCE OUR FRACAS IN CENTRAL PARK.*
*X-MEN #159--L.

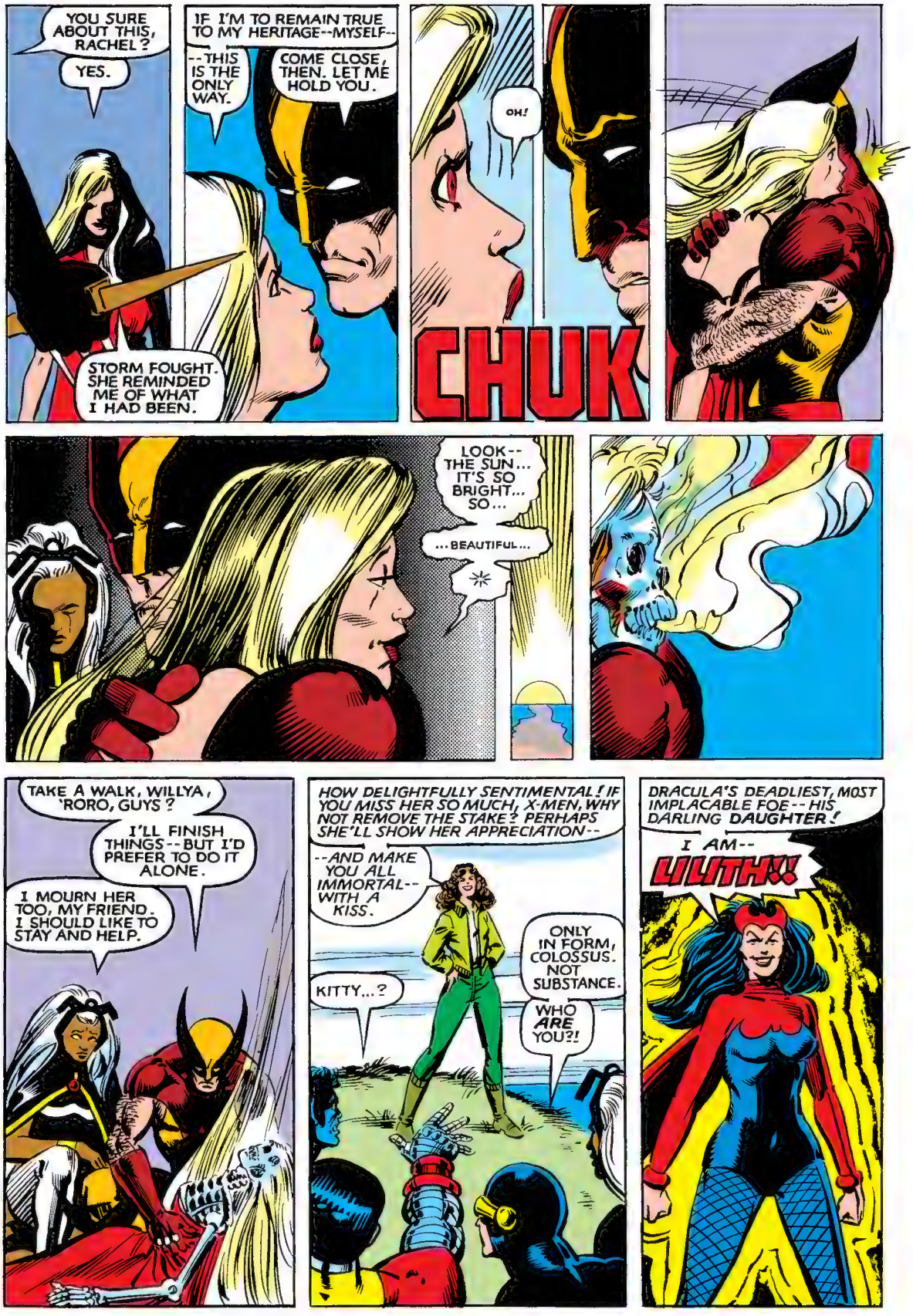

MAYBE YOU CAN'T BLEED WHEN I CUT YOU...
...BUT LET'S SEE HOW DANGEROUS YOU ARE...
...AFTER I SLICE-'N'-DICE YOUR SPINE!
YOUR CLAWS, WOLVERINE...
=UNNNGNH!=
...ARE FORMIDABLE WEAPONS.
I THINK IT FAR MORE FITTING, HOWEVER...
...THAT THEY BE PUT TO USE IN MY SERVICE.
KILL!
SCATTER, X-MEN!
BAMF
GRROWWWA
WOLVERINE'S GONE BERSERK!
NEARBY...
YOU CANNOT ESCAPE YOUR DESTINY, STORM!
RACHEL!
I CANNOT FLY IN THESE CRAMPED TUNNELS. AND I DARE NOT CONJURE A WIND HERE STRONG ENOUGH TO DISLODGE HER.
HER STRENGTH IS GREATER THAN MINE. SHE THINKS ME HELPLESS.
HER MISTAKE.
SOK!
AS CYCLOPS SAID, WHEN IN DOUBT, RESORT TO THE UNEXPECTED!
MY PUNCH CAUGHT HER OFF-GUARD. SHE'S VULNERABLE. I'LL NEVER HAVE SO GOOD A CHANCE AGAIN. I MUST STRIKE!

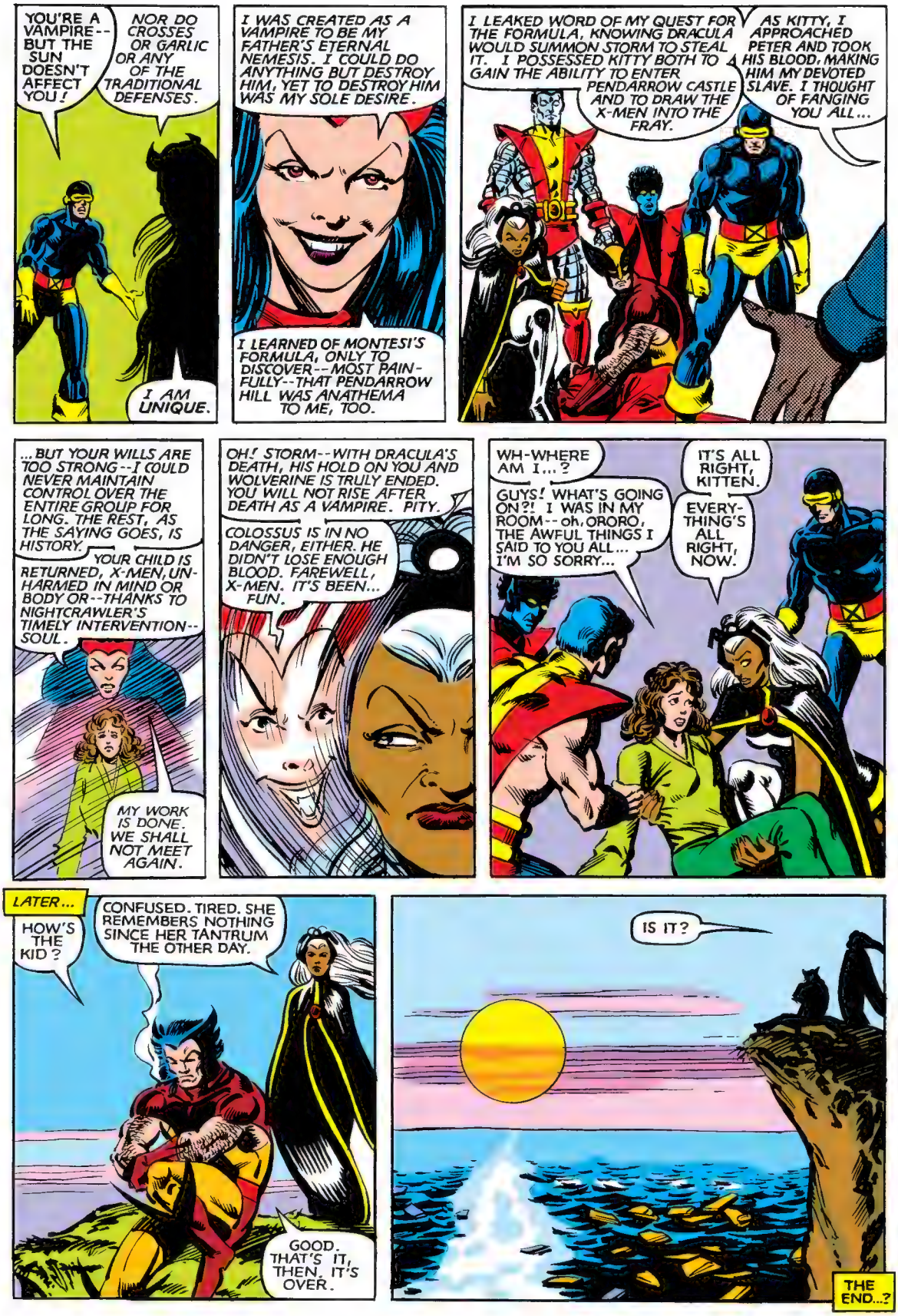

NO!! MUST I SPEND ETERNITY ENSLAVED TO THE MONSTER I'VE SWORN ALL MY LIFE TO DESTROY?! THE BATTLE HAS SPLIT HIS CONCENTRATION, WEAKENED HIS HOLD ON ME. MY MIND--AND SPIRIT--ARE AT LAST MY OWN.
WHILE THERE'S TIME, ORORO--STRIKE!
KILL ME!
I THOUGHT I COULD, RACHEL.
I... WAS MISTAKEN.
ELSEWHERE...
...SPARKS FLY, AS WOLVERINE'S CLAWS RAKE COLOSSUS' CHEST...
...SCORING THE ORGANIC STEEL ARMOR--SUPER-STRONG, BUT NO MATCH FOR PURE ADAMANTIUM.
MY MARK IS ON HIS NECK, FOOL. WOLVERINE WILL NOT STOP UNTIL I COMMAND IT--
--AND THAT WILL NOT BE UNTIL YOU, OR HE, ARE DEAD!
A BRILLIANT PLOY, SIRE. I USED THE SAME ON COLOSSUS LAST NIGHT TO MAKE HIM MINE!
IN YOUR CASE, UNFORTUNATELY, IT WILL PROVE TOO LITTLE, TOO LATE.
HOB ERASMA...
THAT CHANT--?!
THE MONTESI FORMULA!
... RABIS KATERAMA...
YAAHHRRRRRR
... LUCEM DEI PARADOXIS...
KITTY--IN THE NAME OF GOD--
-- BE SILENT!

I WASN'T FINISHED!
MISSHAPEN FREAK, YOU'VE BROKEN THE SPELL! HAVE YOU ANY IDEA WHAT YOU'VE DONE?!!
THOSE WORDS--FROM THE DARKHOLD-- ANCIENT GRIMOIRE-- UTTERLY, IRREDEEMABLY EVIL!
HAD YOU... COMPLETED... ENCHANT-MENT...
... YOUR SOUL WOULD HAVE BEEN... FORFEIT.
KITTY-- CHOKING... CRUSHING ME...
KITTEN, LET HIM GO!
I SAID-- RELEASE HIM!
AND WHOEVER, WHATEVER YOU ARE--
--RELEASE YOUR HOLD ON THIS CHILD AS WELL!
THE GIRL-- POSSESSED?!
OF COURSE! THAT EXPLAINS EVERYTHING! A MASTERFUL STRATEGEM-- I NEVER SUSPECTED!
SHOW YOURSELF, DAUGHTER. YOUR MASQUERADE IS OVER. YOU HAVE LOST THE ABILITY TO DO ME HARM.
I... I DO NOT UNDER-STAND.
WHAT IS THIS PLACE? HOW CAME I HERE?
NOT SO, FATHER.
X-MEN-- KILL HIM!
Huh?!?
WHA' HAPPENED?!
USE YOUR POWERS! STRIKE!
KILL HIM!!
THE X-MEN...
...DO NOT KILL.
SLAY DRACULA--
KITTY-- SHE'S...
...CHANGING!
--I COMMAND IT! OR I'LL NEVER RELEASE THE GIRL! SHE'LL REMAIN THE HOST FORM OF A VAMPIRE--
--FOREVER!


MIND YOUR MANNERS, DAUGHTER!
YOU HAVE LOST-- AS YOU WILL ALWAYS LOSE.
AS FOR YOU X-MEN, TWICE HAVE OUR PATHS CROSSED. THERE WILL BE NO THIRD ENCOUNTER. LEFT ALIVE, YOU WOULD NO DOUBT HUNT ME DOWN -- PERHAPS TO MY DEATH. THEREFORE, YOU WILL PERISH--
--TO BE REBORN, FLESH OF MY FLESH, BLOOD OF MY--
OH!!
NEVER!
RACHEL!
THIS... CANNOT BE. YOU ARE... MINE -- BODY... AND SOUL.
ONCE.
BUT NO LONGER.
OBEY ME!
NO.
YOU'VE HAUNTED EVERY MOMENT OF MY LIFE...
...MURDERED EVERYONE I LOVED.
NOOOOOOOOO...
THIS RECKONING IS LONG OVERDUE.
IT IS NEARLY DONE.
HE CAN STILL BE RESURRECTED. FOR DRACULA TO UNDERGO THE TRUE DEATH, HIS HEAD MUST BE SEVERED FROM HIS BODY.
I'LL HANDLE THAT. SOMEONE SEE TO RACHEL'S HANDS--SHE'S BURNED TO THE BONE!

SUDDENLY...
BONK!
WHAT THE--?!?
CRIPES!
CAVE IN!
IT IS THE GALE-- THE WAVES HAMMERING AT THE SHORE!
THE ENTIRE CLIFF IS COLLAPSING!
LET'S ROLL, PEOPLE! WE'VE ONLY SECONDS TO GET CLEAR!
WHAT ABOUT DRACULA?!
BAMF
NOT A HOPE, MISTER-- UNLESS YOU WANT TO BE BURIED WITH HIM!
IT'S A CLOSE SHAVE.
LATER...
RACHEL, IT IS NEARLY DAWN.
I KNOW, STORM.
I HAVE A FAVOR TO ASK, MY FRIENDS. DEATH BY SUNLIGHT IS SLOW AND... AGONIZING.
A STAKE TO THE HEART IS QUICK.
I WILL...
NO.
KILLIN'S MY PROFESSION.


YOU SURE ABOUT THIS, RACHEL?
YES.
STORM FOUGHT. SHE REMINDED ME OF WHAT I HAD BEEN.
IF I'M TO REMAIN TRUE TO MY HERITAGE--MYSELF--
--THIS IS THE ONLY WAY.
COME CLOSE, THEN. LET ME HOLD YOU.
OH!
CHUK
LOOK--THE SUN... IT'S SO BRIGHT... SO...
...BEAUTIFUL...
TAKE A WALK, WILLYA, 'RORO, GUYS?
I'LL FINISH THINGS--BUT I'D PREFER TO DO IT ALONE.
I MOURN HER TOO, MY FRIEND. I SHOULD LIKE TO STAY AND HELP.
HOW DELIGHTFULLY SENTIMENTAL! IF YOU MISS HER SO MUCH, X-MEN, WHY NOT REMOVE THE STAKE? PERHAPS SHE'LL SHOW HER APPRECIATION--
--AND MAKE YOU ALL IMMORTAL--WITH A KISS.
KITTY...?
ONLY IN FORM, COLOSSUS. NOT SUBSTANCE.
WHO ARE YOU?!
DRACULA'S DEADLIEST, MOST IMPLACABLE FOE--HIS DARLING DAUGHTER!
I AM--
LILITH!!


YOU'RE A VAMPIRE--BUT THE SUN DOESN'T AFFECT YOU!
NOR DO CROSSES OR GARLIC OR ANY OF THE TRADITIONAL DEFENSES.
I AM UNIQUE.
I WAS CREATED AS A VAMPIRE TO BE MY FATHER'S ETERNAL NEMESIS. I COULD DO ANYTHING BUT DESTROY HIM, YET TO DESTROY HIM WAS MY SOLE DESIRE.
I LEARNED OF MONTESI'S FORMULA, ONLY TO DISCOVER--MOST PAINFULLY--THAT PENDARROW HILL WAS ANATHEMA TO ME, TOO.
I LEAKED WORD OF MY QUEST FOR THE FORMULA, KNOWING DRACULA WOULD SUMMON STORM TO STEAL IT. I POSSESSED KITTY BOTH TO GAIN THE ABILITY TO ENTER PENDARROW CASTLE AND TO DRAW THE X-MEN INTO THE FRAY.
AS KITTY, I APPROACHED PETER AND TOOK HIS BLOOD, MAKING HIM MY DEVOTED SLAVE. I THOUGHT OF FANGING YOU ALL...
...BUT YOUR WILLS ARE TOO STRONG--I COULD NEVER MAINTAIN CONTROL OVER THE ENTIRE GROUP FOR LONG. THE REST, AS THE SAYING GOES, IS HISTORY.
YOUR CHILD IS RETURNED, X-MEN, UNHARMED IN MIND OR BODY OR--THANKS TO NIGHTCRAWLER'S TIMELY INTERVENTION--SOUL.
MY WORK IS DONE. WE SHALL NOT MEET AGAIN.
OH! STORM--WITH DRACULA'S DEATH, HIS HOLD ON YOU AND WOLVERINE IS TRULY ENDED. YOU WILL NOT RISE AFTER DEATH AS A VAMPIRE. PITY.
COLOSSUS IS IN NO DANGER, EITHER. HE DIDN'T LOSE ENOUGH BLOOD. FAREWELL, X-MEN. IT'S BEEN... FUN.
WH-WHERE AM I...?
GUYS! WHAT'S GOING ON?! I WAS IN MY ROOM--oh, ORORO, THE AWFUL THINGS I SAID TO YOU ALL... I'M SO SORRY...
IT'S ALL RIGHT, KITTEN.
EVERYTHING'S ALL RIGHT, NOW.
LATER...
HOW'S THE KID?
CONFUSED. TIRED. SHE REMEMBERS NOTHING SINCE HER TANTRUM THE OTHER DAY.
GOOD. THAT'S IT, THEN. IT'S OVER.
IS IT?
THE END...?

From Wolverine's first solo story
to the avenging Angel and a suprise for Kitty Pryde,
the following trio of rare X-Men tales rounded out Marvel reprint titles.

Marvel Treasury Edition #26, 1980
"At the Sign of the Lion"

Writer: Mary Jo Duffy
Penciler: Ken Landgraf
Inker: George Pérez
Letterer: Michael Higgins
Editor: Jim Shooter

Marvel Treasury Edition #27, 1980
"Joyride Into Jeopardy!"

Writer: Scott Edelman
Penciler: Brent Anderson
Inker: Bob McLeod
Letterer: Gaspar Saladino
Editor: Archie Goodwin

Special Edition X-Men #1, February 1983
"A Day Like Any Other"

Writer: Chris Claremont
Penciler: Dave Cockrum
Inker: Hilary Barta
Letterers: Tom Orzechowki & David Cody Weiss
Editor: Louise Simonson

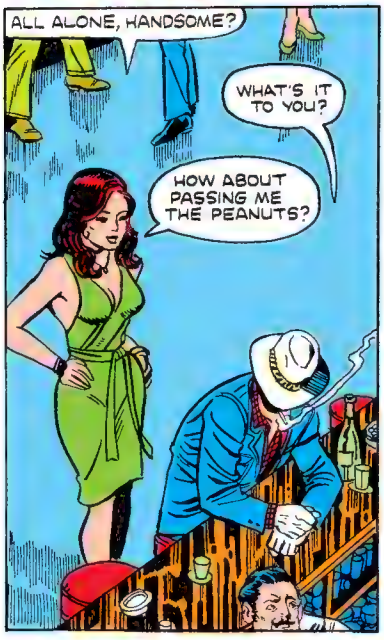
Color & Art Reconstruction: Tom Mullin

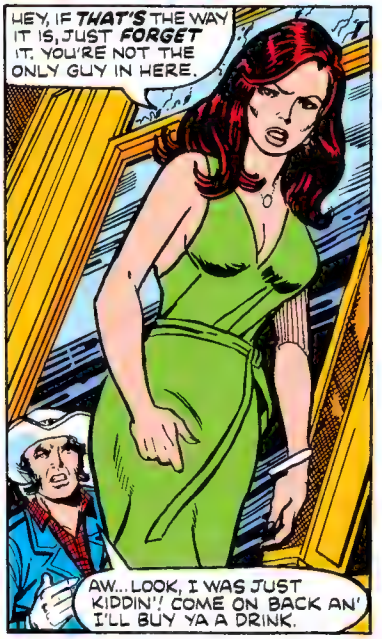
Stan Lee PRESENTS: WOLVERINE AND HERCULES!

MARY JO DUFFY SCRIPT * KEN LANDGRAF PENCILS * GEORGE PÉREZ INKS * MICHAEL HIGGINS, letters GLYNIS WEIN, colors * JIM SHOOTER EDITING

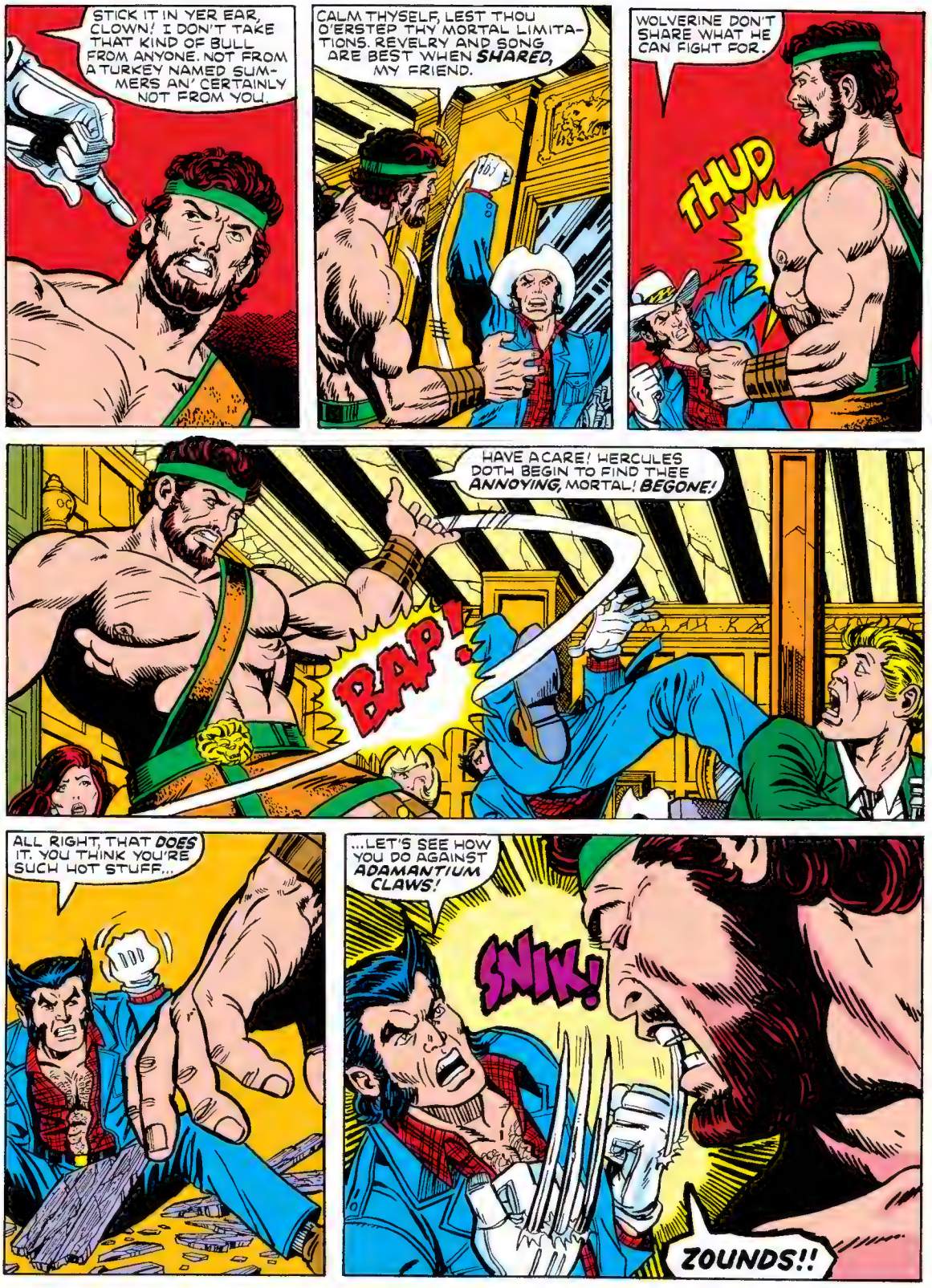
HIS NAME IS WOLVERINE. LOGAN TO HIS FRIENDS. RIGHT NOW, AS FAR AS HE'S CONCERNED, HE HASN'T GOT ANY.
I'M TELLING YOU, SIBYL, I'VE BEEN WATCHING THAT GUY, AND HE LOOKS LIKE TROUBLE. I DON'T THINK HE'S INTERESTED.
OH, NO? JUST WATCH ME.
MAN, THIS PLACE IS DEAD. I'D HAVE HAD MORE LAUGHS IN WESTCHESTER.
'CEPT THAT IF I'D STUCK AROUND, I'D PROBABLY'A HAD IT OUT WITH CYCLOPS. WE'RE GONNA TANGLE, AND SOON. IT'S BAD ENOUGH THAT A WIMP LIKE HIM IS MAKING TIME WITH JEANNIE, A WOMAN WHO OUGHTTA BE MINE, WITHOUT HAVING TO PUT UP WITH HIM AS LEADER, TOO.
MAN, HE MAKES ME SICK WITH ALL THAT KISSING UP TO THE PROFESSOR AN' TRYIN' TA MAKE US BE GOOD LITTLE X-MEN... MAYBE I SHOULD'A STAYED AN' SHOWED 'EM ALL WHAT A REAL MAN IS.

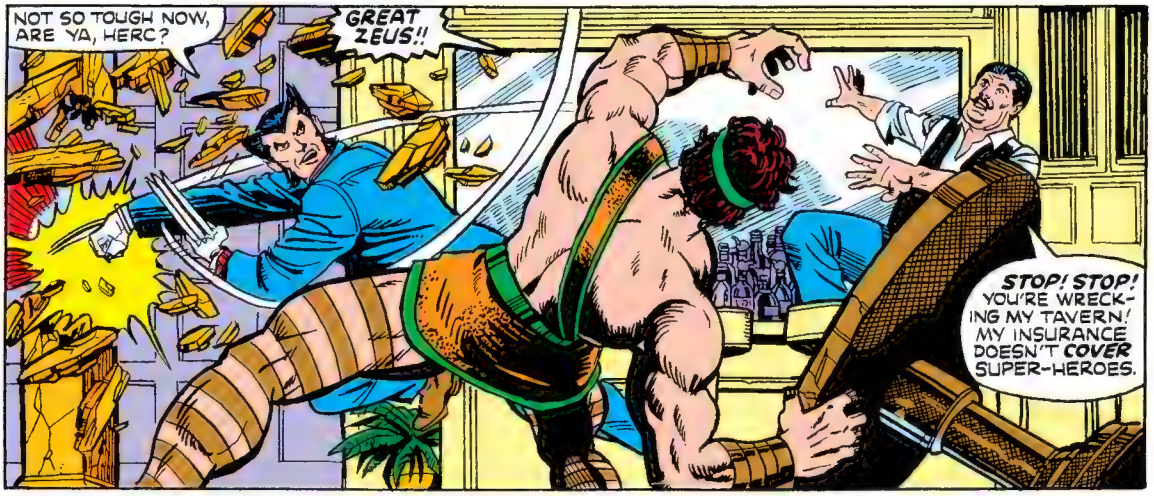
AT THE SIGN OF THE LION

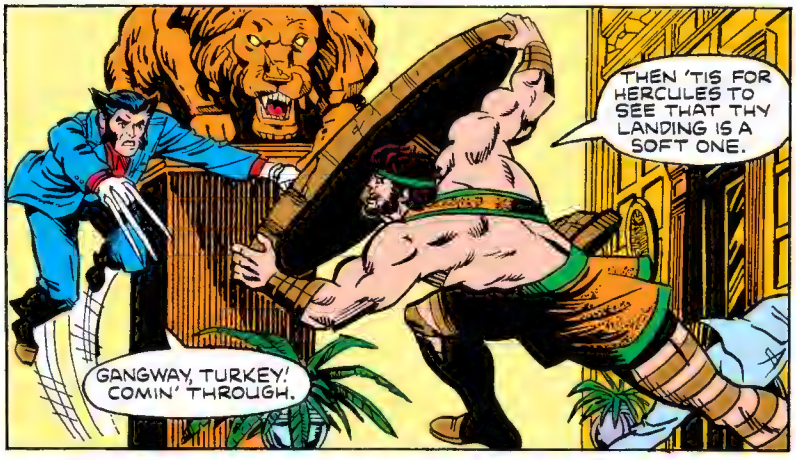



HEY, IF THAT'S THE WAY IT IS, JUST FORGET IT. YOU'RE NOT THE ONLY GUY IN HERE.
AW... LOOK, I WAS JUST KIDDIN'! COME ON BACK AN' I'LL BUY YA A DRINK.

SUDDENLY...
HO, MERRYMAKERS! LET THE REVELS BEGIN. WHAT BETTER PLACE FOR THE LION OF OLYMPUS TO CAROUSE--
--THAN UNDER THE SIGN OF THE LIONS?
WELL, WELL, WELL... LOOKS LIKE THE GOOD FAIRY DROPPED IN ON THE OLD LION'S ROCK TAVERN!
WHATTA THEM CHICKS SEE IN THAT GUY ANYWAY?
I ASKED YOU A--HEY! WHERE'D SHE GO?
WHY CAN'T WE GET GUYS LIKE THIS IN HERE MORE OFTEN?
GOOD FELLOW, MOVE THYSELF TO THE END OF THE BAR. THOU DOST OCCUPY THE ONLY EMPTY AREA THAT CAN ACCOMODATE HERCULES AND ALL OF HIS FAIR COMPANIONS.
SURE, TINKERBELL...
I'LL MAKE ROOM FOR THE REDHEAD, 'CAUSE SHE'S WITH ME. THE REST A' YOU CAN JUST MAKE OTHER ARRANGEMENTS.
THOU NEEDST NOT BE CHURLISH WHEN 'TIS SO MUCH SIMPLER--
--TO MOVE.
OW!!
WUMP


STICK IT IN YER EAR, CLOWN! I DON'T TAKE THAT KIND OF BULL FROM ANYONE. NOT FROM A TURKEY NAMED SUMMERS AN' CERTAINLY NOT FROM YOU.
CALM THYSELF, LEST THOU O'ERSTEP THY MORTAL LIMITATIONS. REVELRY AND SONG ARE BEST WHEN SHARED, MY FRIEND.
WOLVERINE DON'T SHARE WHAT HE CAN FIGHT FOR.
THUD
HAVE A CARE! HERCULES DOTH BEGIN TO FIND THEE ANNOYING, MORTAL! BEGONE!
BAP!
ALL RIGHT, THAT DOES IT. YOU THINK YOU'RE SUCH HOT STUFF...
...LET'S SEE HOW YOU DO AGAINST ADAMANTIUM CLAWS!
SNIK!
ZOUNDS!!


NOT SO TOUGH NOW, ARE YA, HERC?
GREAT ZEUS!!
STOP! STOP! YOU'RE WRECKING MY TAVERN! MY INSURANCE DOESN'T COVER SUPER-HEROES.


THEN 'TIS FOR HERCULES TO SEE THAT THY LANDING IS A SOFT ONE.
GANGWAY, TURKEY! COMIN' THROUGH.

HEY!!
KRAK

VERY FUNNY, VERY FUNNY... JUST WAIT'LL I GET MY HANDS FREE! I'M GONNA SLICE YOUR EARS OFF!
HO HO! BY THEN, FRIEND WOLVERINE, PERHAPS THOU SHALT BE IN A KINDER FRAME OF MIND.

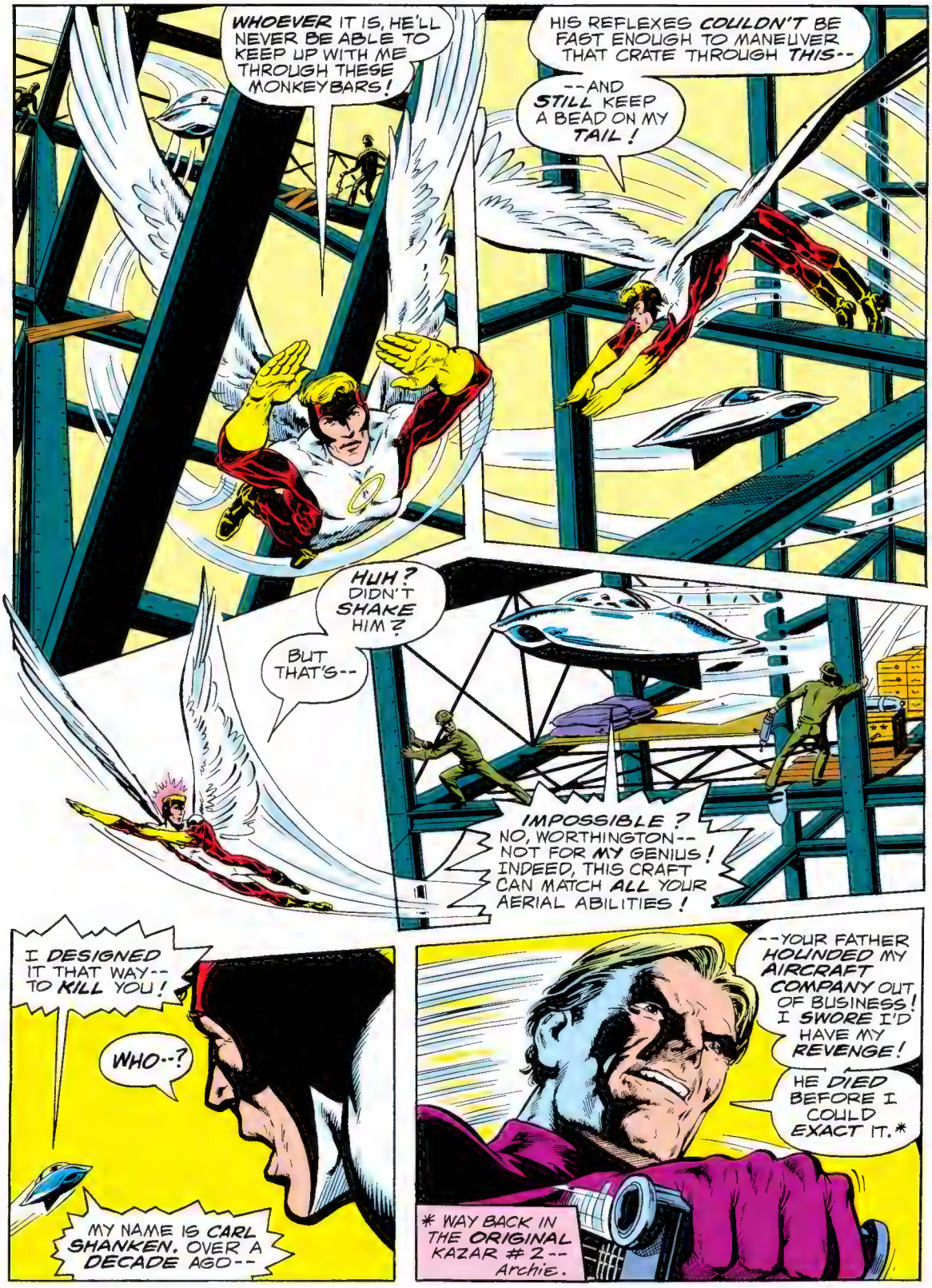
THY PREDICAMENT IS ITSELF A SUPREME JEST! IN TRUTH, I CANNOT RECALL WHEN ANY BATTLE HAS GIVEN ME SUCH SPORT.

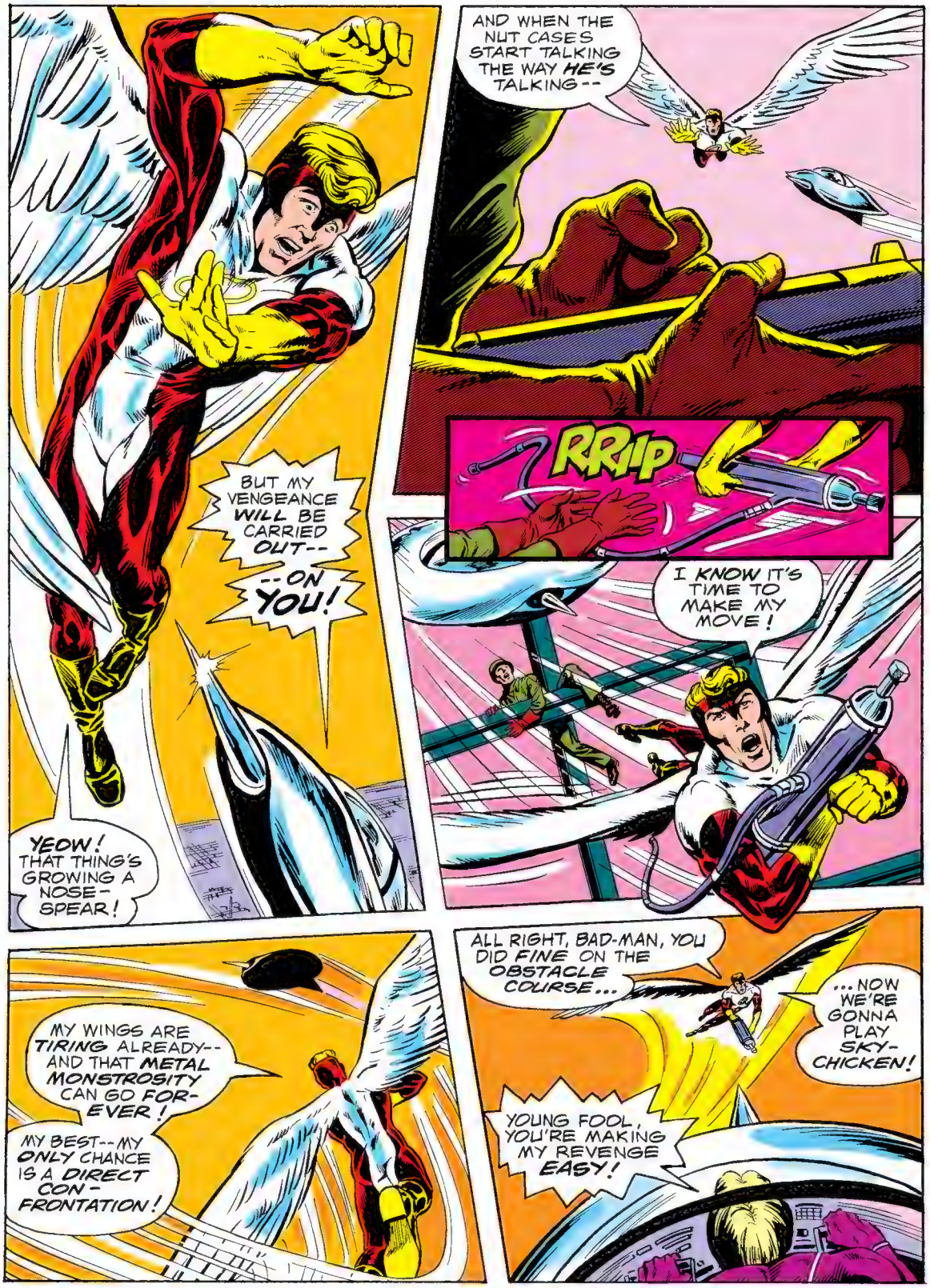
I...I DON'T WANNA SEE HOW THIS ENDS.
I'LL SHOW YOU SPORT, YOU BIG JERK!
MAYBE I CAN WRITE IT OFF UNDER ACTS OF GODS.
VERILY, IF THY STATURE WERE BUT THE MATCH OF THY SPIRIT, THIS WOULD BE A BATTLE OF EPIC GRANDEUR!
MY STATURE--?! WHO YOU CALLIN' SHORT, BUB? JUST LEMME GET MY HANDS LOOSE AN' I'LL--
--WAIT A MINUTE. YOU WANT SOMEPLACE TO SIT SO BADLY--
--TAKE THIS TABLE WITH MY REGARDS!
CRASH!

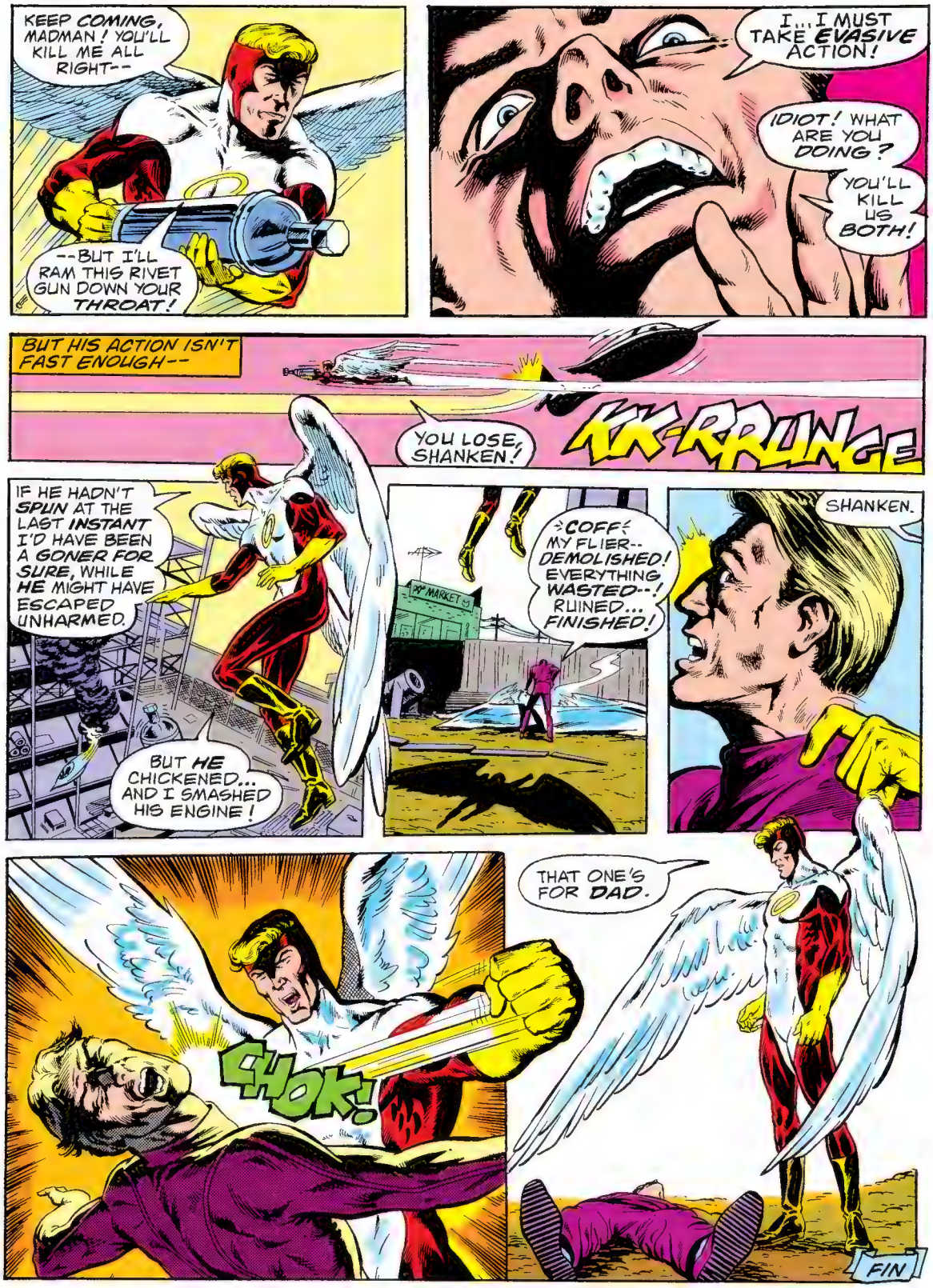
WHAT A BLOW! 'TWAS WORTHY OF AN OLYMPIAN GIANT! 'TWOULD SEEM THY STATURE IS NOT THY MEASURE, WOLVERINE.
TRULY, THIS HAS BEEN A CLASH OF TITANS.
SHEATHE THY CLAWS. THY VALOR HAS PROVEN THEE A WORTHY COMPANION. THERE SHALL BE NO MORE FIGHTING THIS NIGHT.
YOU COPPIN' OUT, BUB?
'TIS TIME TO DRINK AND CAROUSE! JOIN ME, LITTLE LION! WE'LL RAISE A FLAGON OF ALE TO THIS GLORIOUS COMBAT!
JUST LIKE THAT? ALL OVER?
'TWOULD BE FOLLY TO CONTINUE THE BATTLE. THOU HAST PROVEN THY METTLE, AND HERCULES CRAVES NO VICTORY O'ER A MORTAL.
WHAT THE HECK? IT WAS A GOOD FIGHT. THAT'S ALL I REALLY WANTED.
SPOKEN LIKE A WARRIOR BORN!
YA KNOW, HERC, I GOTTA TELL YA, WHEN I WENT OUT LOOKIN' FOR SKIRTS TONIGHT, I WAS HOPIN' FOR A FEW WITH DAMES IN 'EM.
SO, WHAT SAY WE...
...Hunh? WHAT'S GOIN' ON HERE? AW, CRIPES!
ZOUNDS! WHERE WENT THE REVELERS? WHAT BECAME OF THE WENCHES?
DUMB YOKELS CAN'T EVEN APPRECIATE A LITTLE BIT A' ACTION.
Sigh WOULD THAT THERE'D BEEN AN AUDIENCE, FOR 'TWAS A GLORIOUS FIGHT.
AW...SHUDDUP AN' PASS THE PEANUTS.
FIN

Stan Lee PRESENTS: THE AVENGING ANGEL!™
JOYRIDE INTO JEOPARDY!
SCOTT EDELMAN • WRITER
BRENT ANDERSON • ARTIST
BOB McLEOD • INKER
GLYNIS WEIN • COLORIST
GASPAR • LETTERER
ARCHIE GOODWIN • EDITOR
I'M GLAD TO FIND SOME TIME AND TAKE TO THE AIR--
--'CAUSE EVEN AN INDEPENDENTLY WEALTHY, DEVASTATINGLY HANDSOME PLAYBOY LIKE WARREN W. WORTHINGTON III CAN GET DEPRESSED BEING EARTH-BOUND TOO LONG!
ONLY ONE SURE CURE FOR THIS MUTANT'S DOLDRUMS, AND THAT'S A RESTFUL GLIDE IN THE--
WHAT THE--! SOMETHING BUZZED ME! SOMETHING FAST! IF NOT FOR MY OLD X-MEN DANGER ROOM TRAINING, I'D NEVER HAVE INSTINCTIVELY DODGED IT IN TIME!
WHOOSH

THAT STRANGE CRAFT--! SO THAT'S THE TURKEY WHO NEARLY SHEARED OFF MY WINGS!
WHAT'S HE UP TO? UH-OH! HE'S COMING BACK! BETTER MOVE IT BEFORE I FIND OUT--
--THE HARD WAY!
UP AHEAD-- A SKYSCRAPER UNDER CONSTRUCTION!
I'LL LOSE MY TIN-PLATED TAILGATER IN THERE FOR SURE!
WATCH OUT!
ONE AVENGING ANGEL-- COMING THROUGH!


WHOEVER IT IS, HE'LL NEVER BE ABLE TO KEEP UP WITH ME THROUGH THESE MONKEY BARS!
HIS REFLEXES COULDN'T BE FAST ENOUGH TO MANEUVER THAT CRATE THROUGH THIS--
--AND STILL KEEP A BEAD ON MY TAIL!
HUH? DIDN'T SHAKE HIM?
BUT THAT'S--
IMPOSSIBLE? NO, WORTHINGTON-- NOT FOR MY GENIUS! INDEED, THIS CRAFT CAN MATCH ALL YOUR AERIAL ABILITIES!
I DESIGNED IT THAT WAY-- TO KILL YOU!
WHO--?
MY NAME IS CARL SHANKEN. OVER A DECADE AGO--
--YOUR FATHER HOUNDED MY AIRCRAFT COMPANY OUT OF BUSINESS! I SWORE I'D HAVE MY REVENGE!
HE DIED BEFORE I COULD EXACT IT.*
* WAY BACK IN THE ORIGINAL KAZAR #2-- Archie.


AND WHEN THE NUT CASES START TALKING THE WAY HE'S TALKING--
RRRIP
I KNOW IT'S TIME TO MAKE MY MOVE!
BUT MY VENGEANCE WILL BE CARRIED OUT--
--ON YOU!
YEOW! THAT THING'S GROWING A NOSE-SPEAR!
ALL RIGHT, BAD-MAN, YOU DID FINE ON THE OBSTACLE COURSE...
...NOW WE'RE GONNA PLAY SKY-CHICKEN!
YOUNG FOOL, YOU'RE MAKING MY REVENGE EASY!
MY WINGS ARE TIRING ALREADY-- AND THAT METAL MONSTROSITY CAN GO FOR-EVER!
MY BEST-- MY ONLY CHANCE IS A DIRECT CON-FRONTATION!


KEEP COMING, MADMAN! YOU'LL KILL ME ALL RIGHT--
--BUT I'LL RAM THIS RIVET GUN DOWN YOUR THROAT!
I...I MUST TAKE EVASIVE ACTION!
IDIOT! WHAT ARE YOU DOING?
YOU'LL KILL US BOTH!
BUT HIS ACTION ISN'T FAST ENOUGH--
KK-RRUNGE
YOU LOSE, SHANKEN!
IF HE HADN'T SPUN AT THE LAST INSTANT I'D HAVE BEEN A GONER FOR SURE, WHILE HE MIGHT HAVE ESCAPED UNHARMED.
BUT HE CHICKENED... AND I SMASHED HIS ENGINE!
MARKET
COFF! MY FLIER-- DEMOLISHED! EVERYTHING WASTED--! RUINED... FINISHED!
SHANKEN.
CHOK!
THAT ONE'S FOR DAD.
FIN

MARVEL® COMICS GROUP

SPECIAL EDITION

$2.00 | 1 | 02223

©1982 MARVEL COMICS GROUP

X-MEN™

THE VERY FIRST ADVENTURE OF THE NEW X-MEN!

APPROVED BY THE COMICS CODE AUTHORITY

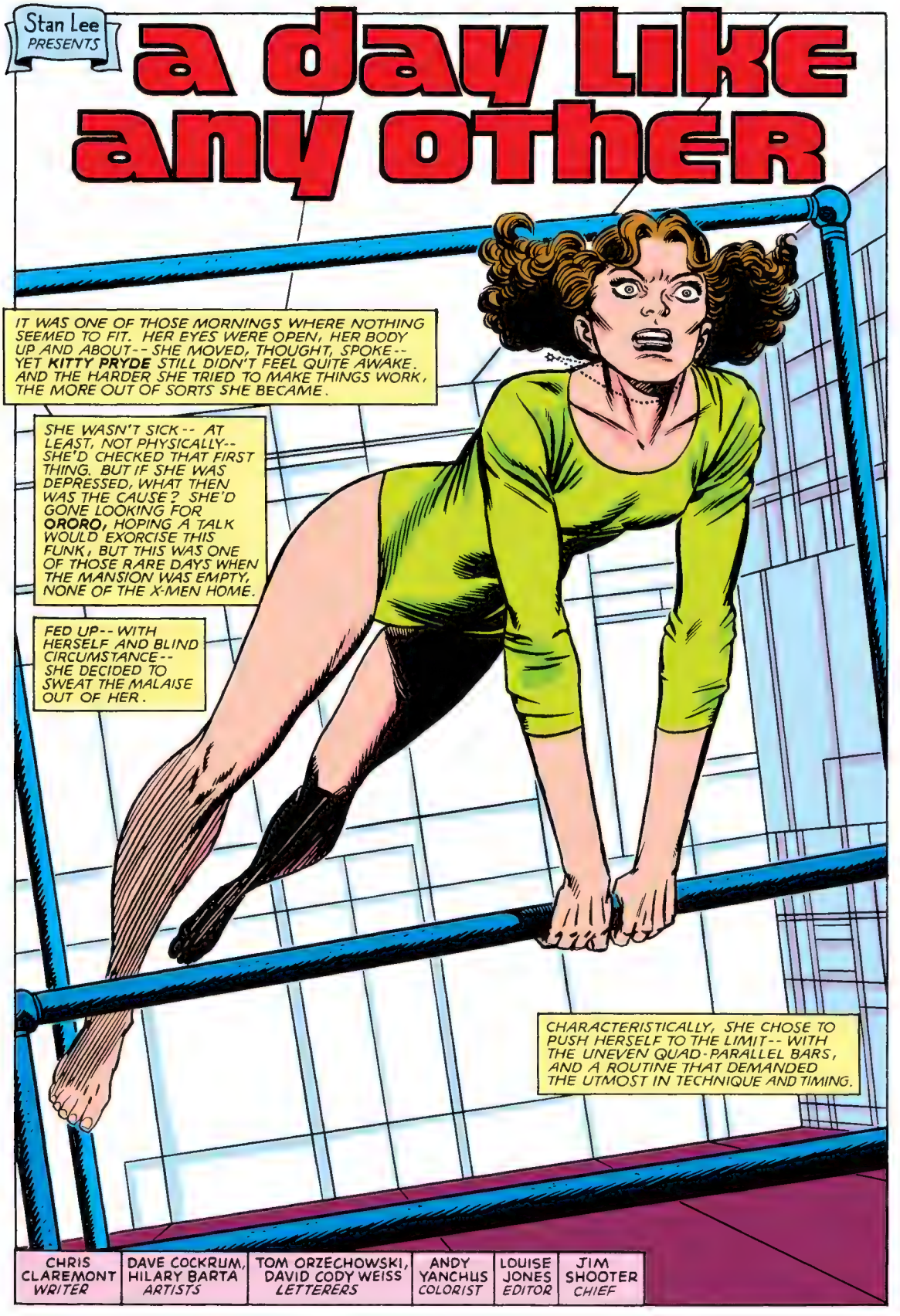
PLUS! ALL NEW!

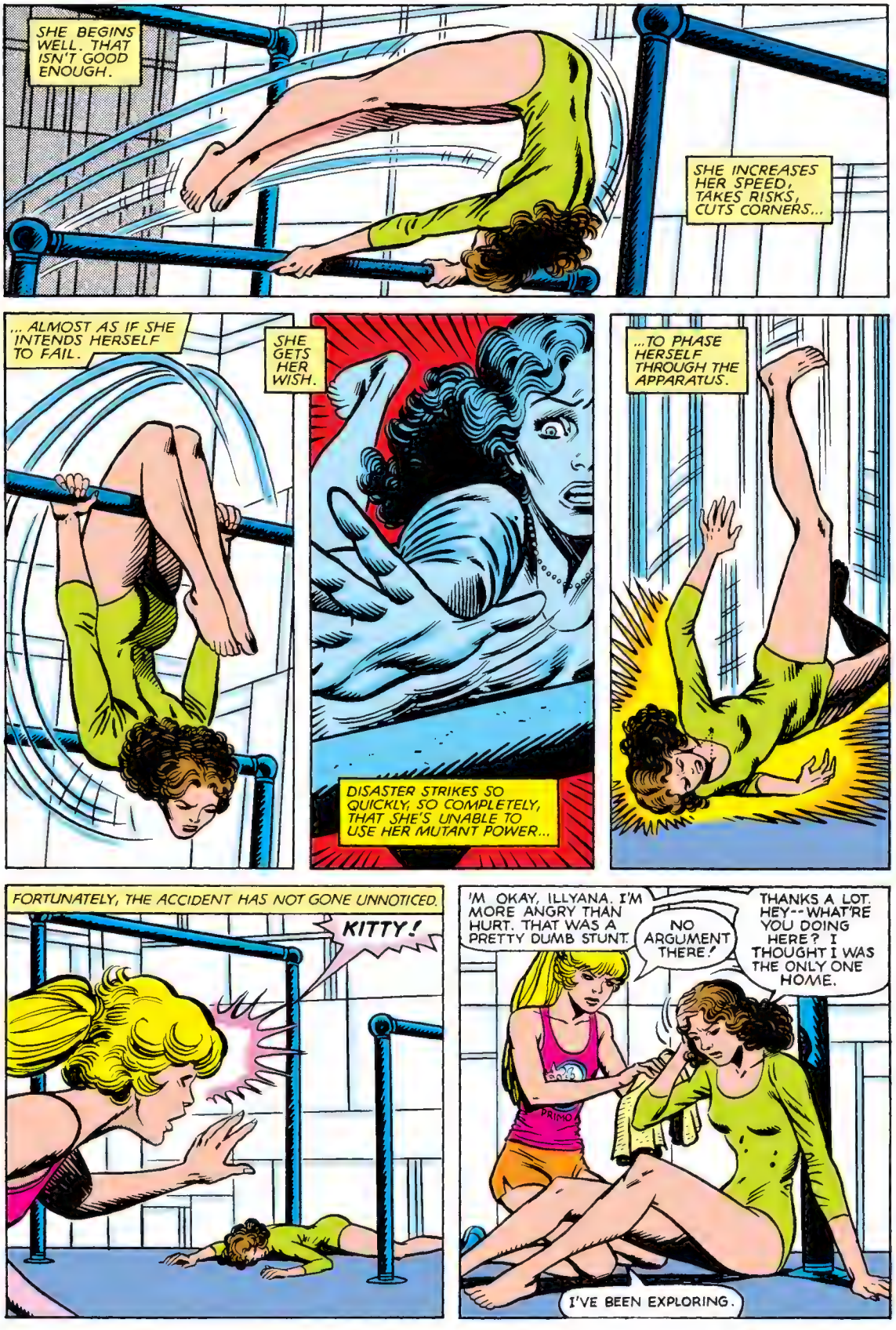
SECRETS OF THE X-MANSION!

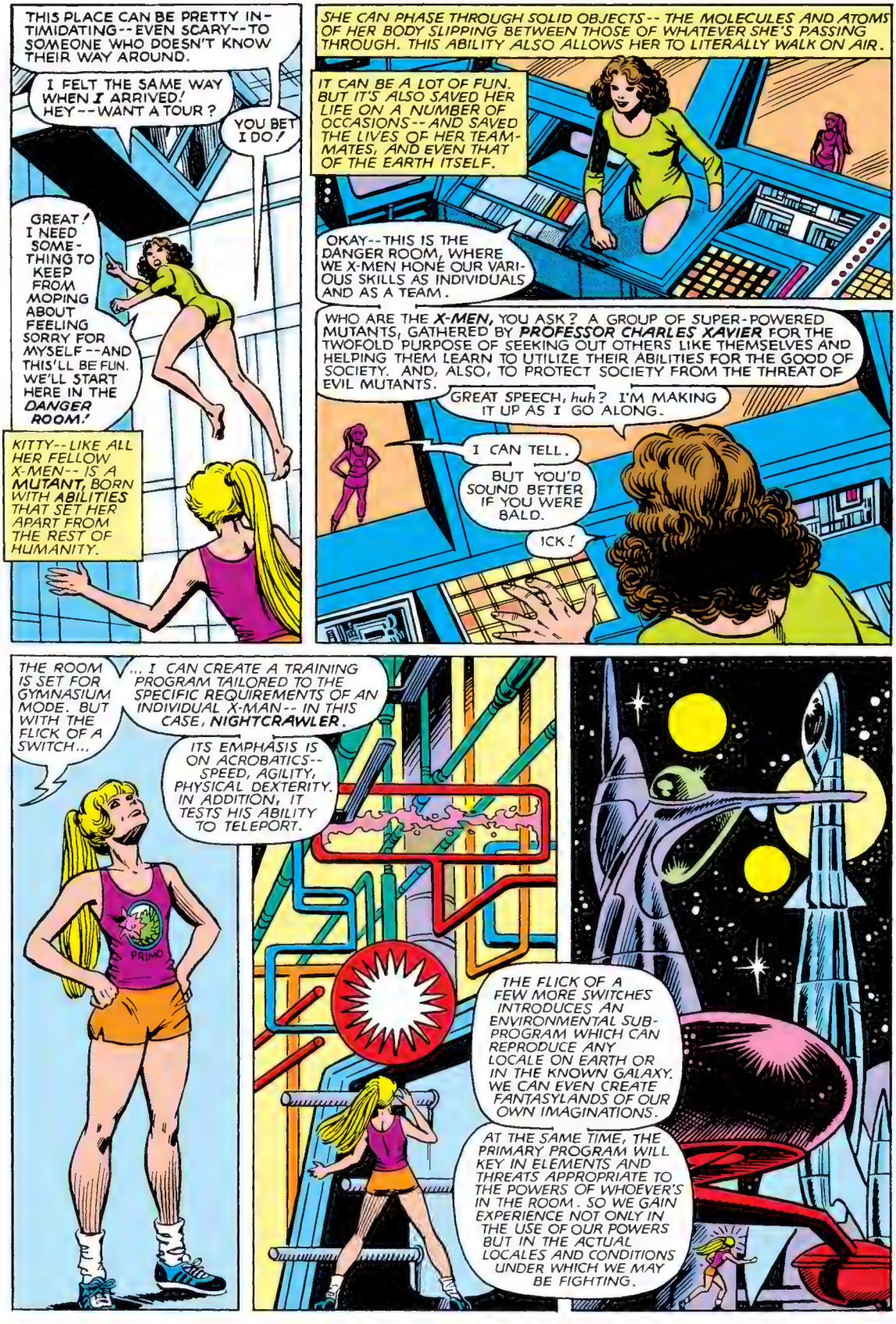
BY CLAREMONT & COCKRUM!

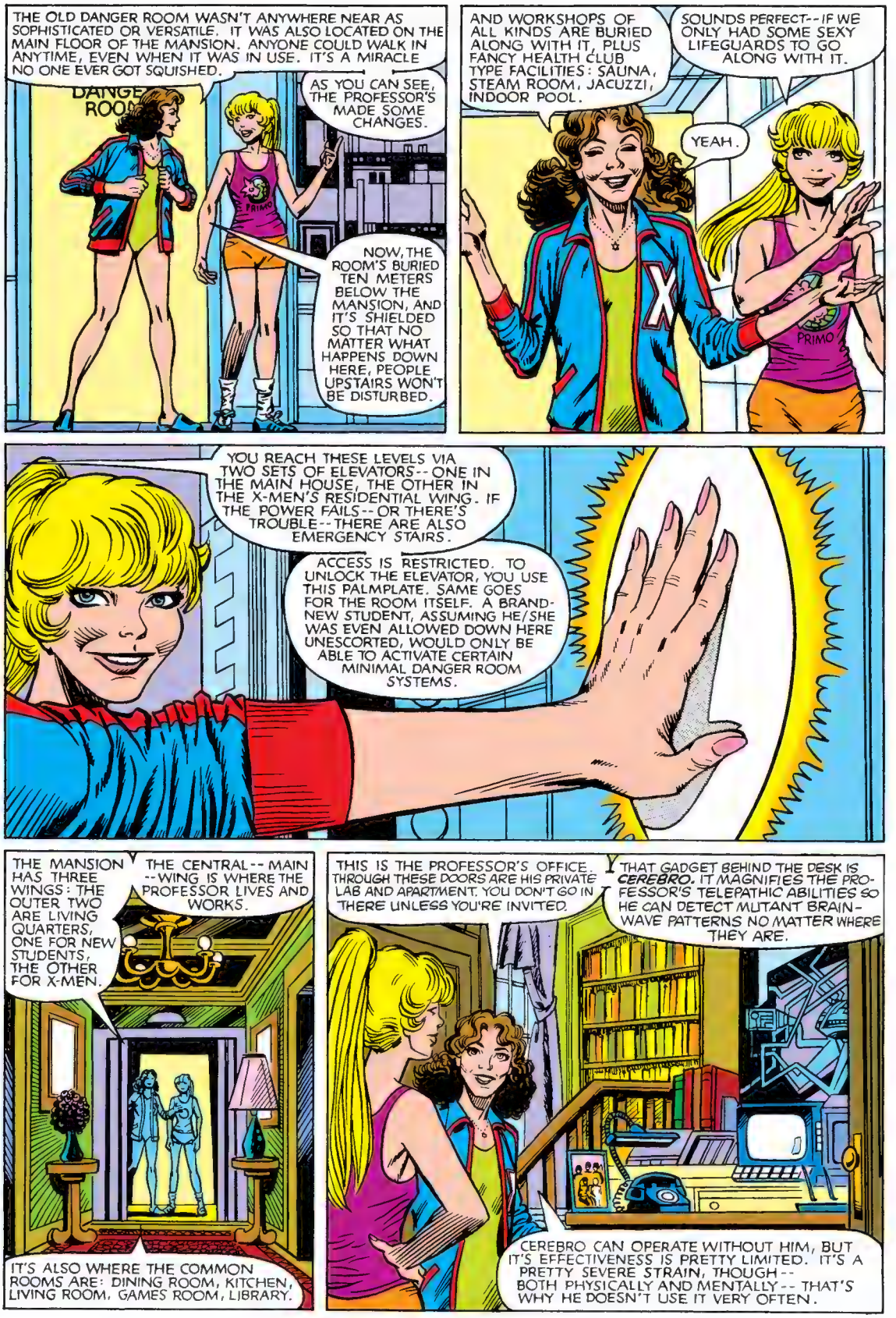
PLUS! 12 NEW PAGES BY CLAREMONT & COCKRUM!

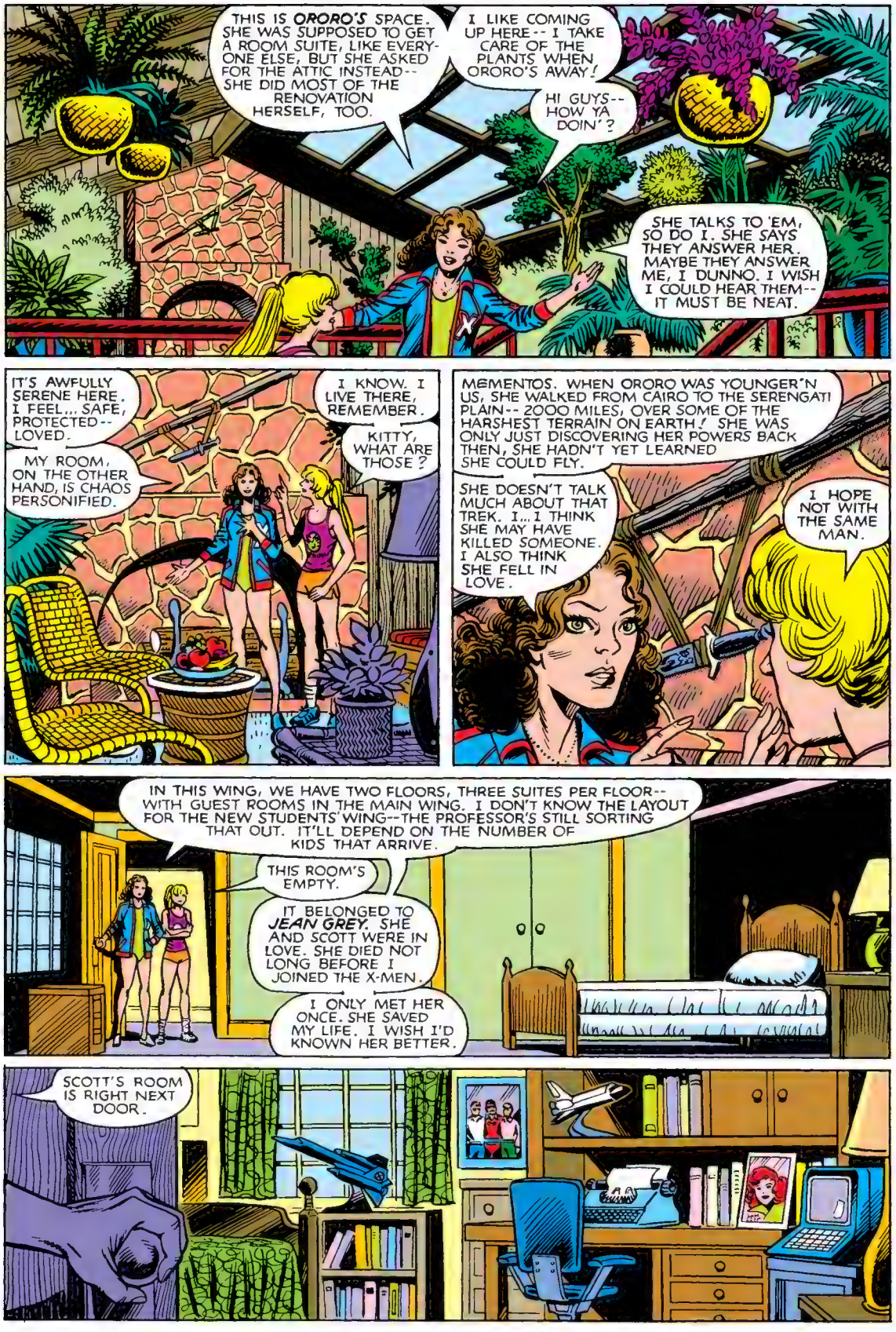
HERE IT IS -- THE UNCANNIEST VOLUME ALL! A RE-PRESENTATION OF GIANT-SIZE X-MEN #1, FEATURING THE DEBUT OF COMICDOM'S FAVORITE SUPER TEAM! A TERRIFIC NEW X-TALE BY CHRIS CLAREMONT AND DAVE COCKRUM! A NEW COCKRUM PIN-UP! A SECOND-SEEING OF THE COVER TO GSXM #1! AND A NEW, SPECIALLY-COMMISIONED WRAP-AROUND COCKRUM COVER! READ, SAVOR, AND ENJOY!
Louise Jones
DAVE COCKRUM 8-82

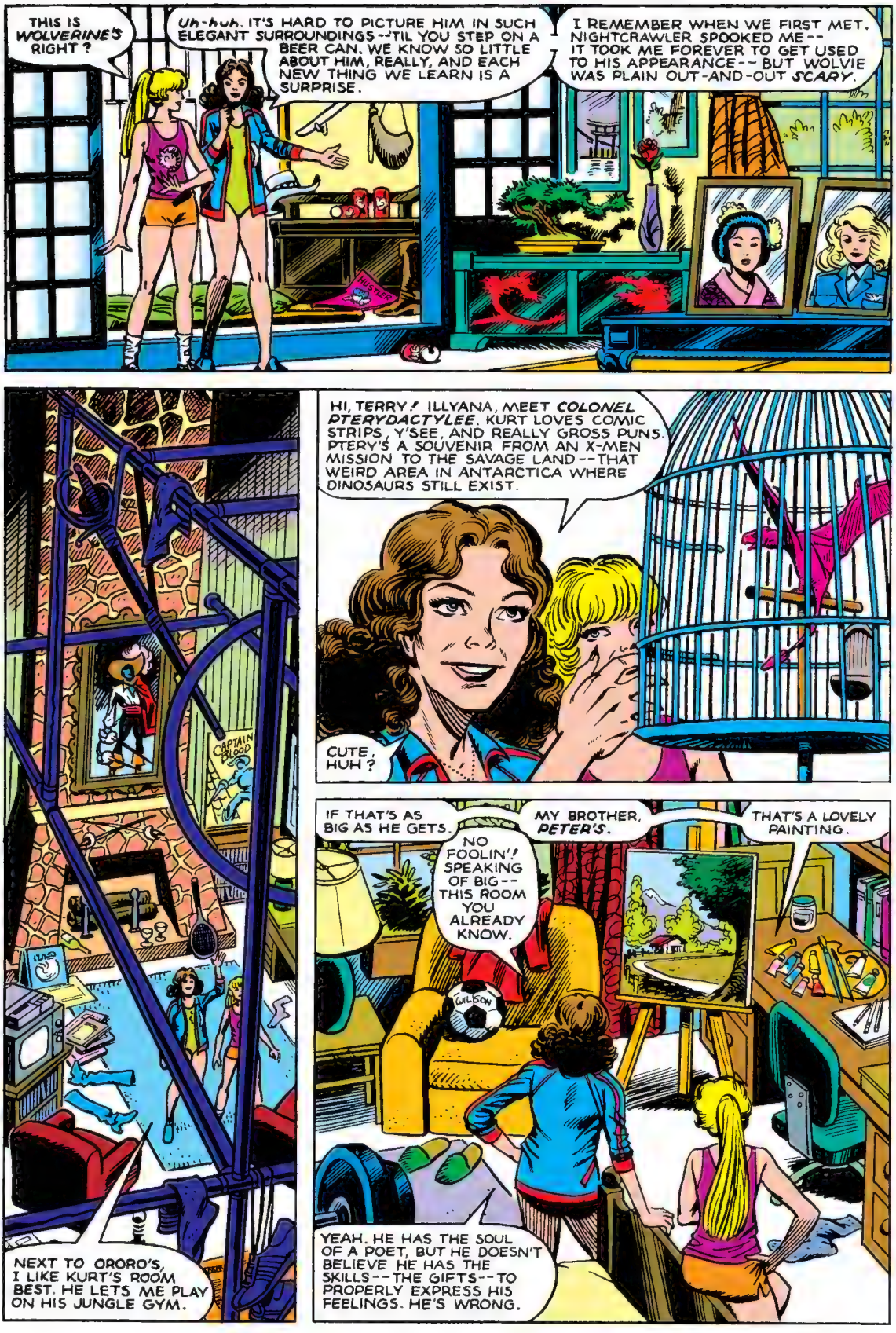

Stan Lee PRESENTS
a day like any other
IT WAS ONE OF THOSE MORNINGS WHERE NOTHING SEEMED TO FIT. HER EYES WERE OPEN, HER BODY UP AND ABOUT-- SHE MOVED, THOUGHT, SPOKE-- YET KITTY PRYDE STILL DIDN'T FEEL QUITE AWAKE. AND THE HARDER SHE TRIED TO MAKE THINGS WORK, THE MORE OUT OF SORTS SHE BECAME.
SHE WASN'T SICK-- AT LEAST, NOT PHYSICALLY-- SHE'D CHECKED THAT FIRST THING. BUT IF SHE WAS DEPRESSED, WHAT THEN WAS THE CAUSE? SHE'D GONE LOOKING FOR ORORO, HOPING A TALK WOULD EXORCISE THIS FUNK, BUT THIS WAS ONE OF THOSE RARE DAYS WHEN THE MANSION WAS EMPTY, NONE OF THE X-MEN HOME.
FED UP-- WITH HERSELF AND BLIND CIRCUMSTANCE-- SHE DECIDED TO SWEAT THE MALAISE OUT OF HER.
CHARACTERISTICALLY, SHE CHOSE TO PUSH HERSELF TO THE LIMIT-- WITH THE UNEVEN QUAD-PARALLEL BARS, AND A ROUTINE THAT DEMANDED THE UTMOST IN TECHNIQUE AND TIMING.
CHRIS CLAREMONT WRITER
DAVE COCKRUM, HILARY BARTA ARTISTS
TOM ORZECHOWSKI, DAVID CODY WEISS LETTERERS
ANDY YANCHUS COLORIST
LOUISE JONES EDITOR
JIM SHOOTER CHIEF

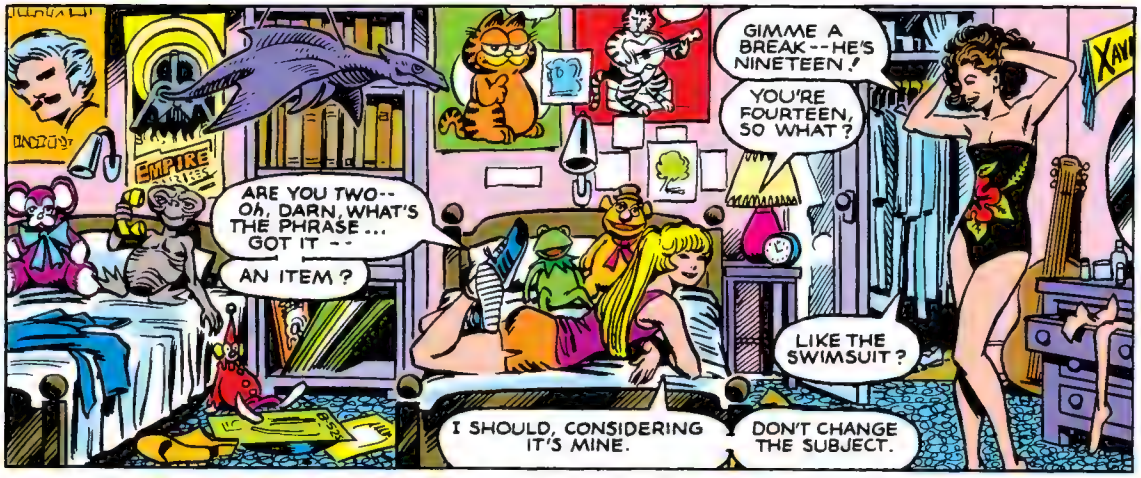

SHE BEGINS WELL. THAT ISN'T GOOD ENOUGH.
SHE INCREASES HER SPEED, TAKES RISKS, CUTS CORNERS...
... ALMOST AS IF SHE INTENDS HERSELF TO FAIL.
SHE GETS HER WISH.
DISASTER STRIKES SO QUICKLY, SO COMPLETELY, THAT SHE'S UNABLE TO USE HER MUTANT POWER...
...TO PHASE HERSELF THROUGH THE APPARATUS.
FORTUNATELY, THE ACCIDENT HAS NOT GONE UNNOTICED.
KITTY!
I'M OKAY, ILLYANA. I'M MORE ANGRY THAN HURT. THAT WAS A PRETTY DUMB STUNT.
NO ARGUMENT THERE!
THANKS A LOT. HEY--WHAT'RE YOU DOING HERE? I THOUGHT I WAS THE ONLY ONE HOME.
PRIMO
I'VE BEEN EXPLORING.

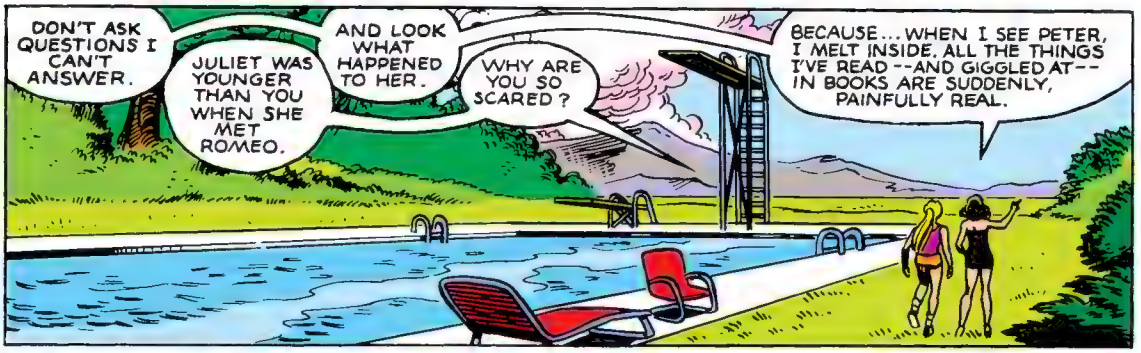

THIS PLACE CAN BE PRETTY INTIMIDATING--EVEN SCARY--TO SOMEONE WHO DOESN'T KNOW THEIR WAY AROUND.
I FELT THE SAME WAY WHEN I ARRIVED! HEY--WANT A TOUR?
YOU BET I DO!
GREAT! I NEED SOMETHING TO KEEP FROM MOPING ABOUT FEELING SORRY FOR MYSELF--AND THIS'LL BE FUN. WE'LL START HERE IN THE DANGER ROOM!
KITTY--LIKE ALL HER FELLOW X-MEN--IS A MUTANT, BORN WITH ABILITIES THAT SET HER APART FROM THE REST OF HUMANITY.
SHE CAN PHASE THROUGH SOLID OBJECTS--THE MOLECULES AND ATOMS OF HER BODY SLIPPING BETWEEN THOSE OF WHATEVER SHE'S PASSING THROUGH. THIS ABILITY ALSO ALLOWS HER TO LITERALLY WALK ON AIR.
IT CAN BE A LOT OF FUN. BUT IT'S ALSO SAVED HER LIFE ON A NUMBER OF OCCASIONS--AND SAVED THE LIVES OF HER TEAMMATES, AND EVEN THAT OF THE EARTH ITSELF.
OKAY--THIS IS THE DANGER ROOM, WHERE WE X-MEN HONE OUR VARIOUS SKILLS AS INDIVIDUALS AND AS A TEAM.
WHO ARE THE X-MEN, YOU ASK? A GROUP OF SUPER-POWERED MUTANTS, GATHERED BY PROFESSOR CHARLES XAVIER FOR THE TWOFOLD PURPOSE OF SEEKING OUT OTHERS LIKE THEMSELVES AND HELPING THEM LEARN TO UTILIZE THEIR ABILITIES FOR THE GOOD OF SOCIETY. AND, ALSO, TO PROTECT SOCIETY FROM THE THREAT OF EVIL MUTANTS.
GREAT SPEECH, huh? I'M MAKING IT UP AS I GO ALONG.
I CAN TELL.
BUT YOU'D SOUND BETTER IF YOU WERE BALD.
ICK!
THE ROOM IS SET FOR GYMNASIUM MODE. BUT WITH THE FLICK OF A SWITCH...
...I CAN CREATE A TRAINING PROGRAM TAILORED TO THE SPECIFIC REQUIREMENTS OF AN INDIVIDUAL X-MAN--IN THIS CASE, NIGHTCRAWLER.
ITS EMPHASIS IS ON ACROBATICS--SPEED, AGILITY, PHYSICAL DEXTERITY. IN ADDITION, IT TESTS HIS ABILITY TO TELEPORT.
PRIMO
THE FLICK OF A FEW MORE SWITCHES INTRODUCES AN ENVIRONMENTAL SUBPROGRAM WHICH CAN REPRODUCE ANY LOCALE ON EARTH OR IN THE KNOWN GALAXY. WE CAN EVEN CREATE FANTASYLANDS OF OUR OWN IMAGINATIONS.
AT THE SAME TIME, THE PRIMARY PROGRAM WILL KEY IN ELEMENTS AND THREATS APPROPRIATE TO THE POWERS OF WHOEVER'S IN THE ROOM. SO WE GAIN EXPERIENCE NOT ONLY IN THE USE OF OUR POWERS BUT IN THE ACTUAL LOCALES AND CONDITIONS UNDER WHICH WE MAY BE FIGHTING.

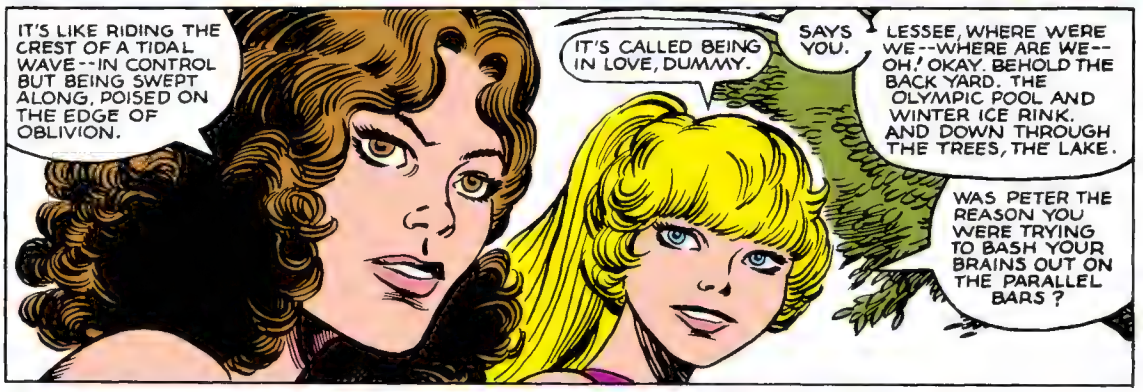

THE OLD DANGER ROOM WASN'T ANYWHERE NEAR AS SOPHISTICATED OR VERSATILE. IT WAS ALSO LOCATED ON THE MAIN FLOOR OF THE MANSION. ANYONE COULD WALK IN ANYTIME, EVEN WHEN IT WAS IN USE. IT'S A MIRACLE NO ONE EVER GOT SQUISHED.
AS YOU CAN SEE, THE PROFESSOR'S MADE SOME CHANGES.
NOW, THE ROOM'S BURIED TEN METERS BELOW THE MANSION, AND IT'S SHIELDED SO THAT NO MATTER WHAT HAPPENS DOWN HERE, PEOPLE UPSTAIRS WON'T BE DISTURBED.
AND WORKSHOPS OF ALL KINDS ARE BURIED ALONG WITH IT, PLUS FANCY HEALTH CLUB TYPE FACILITIES: SAUNA, STEAM ROOM, JACUZZI, INDOOR POOL.
SOUNDS PERFECT--IF WE ONLY HAD SOME SEXY LIFEGUARDS TO GO ALONG WITH IT.
YEAH.
YOU REACH THESE LEVELS VIA TWO SETS OF ELEVATORS--ONE IN THE MAIN HOUSE, THE OTHER IN THE X-MEN'S RESIDENTIAL WING. IF THE POWER FAILS--OR THERE'S TROUBLE--THERE ARE ALSO EMERGENCY STAIRS.
ACCESS IS RESTRICTED. TO UNLOCK THE ELEVATOR, YOU USE THIS PALMPLATE. SAME GOES FOR THE ROOM ITSELF. A BRAND-NEW STUDENT, ASSUMING HE/SHE WAS EVEN ALLOWED DOWN HERE UNESCORTED, WOULD ONLY BE ABLE TO ACTIVATE CERTAIN MINIMAL DANGER ROOM SYSTEMS.
THE MANSION HAS THREE WINGS: THE OUTER TWO ARE LIVING QUARTERS, ONE FOR NEW STUDENTS, THE OTHER FOR X-MEN.
THE CENTRAL--MAIN --WING IS WHERE THE PROFESSOR LIVES AND WORKS.
IT'S ALSO WHERE THE COMMON ROOMS ARE: DINING ROOM, KITCHEN, LIVING ROOM, GAMES ROOM, LIBRARY.
THIS IS THE PROFESSOR'S OFFICE. THROUGH THESE DOORS ARE HIS PRIVATE LAB AND APARTMENT. YOU DON'T GO IN THERE UNLESS YOU'RE INVITED.
THAT GADGET BEHIND THE DESK IS CEREBRO. IT MAGNIFIES THE PROFESSOR'S TELEPATHIC ABILITIES SO HE CAN DETECT MUTANT BRAIN-WAVE PATTERNS NO MATTER WHERE THEY ARE.
CEREBRO CAN OPERATE WITHOUT HIM, BUT IT'S EFFECTIVENESS IS PRETTY LIMITED. IT'S A PRETTY SEVERE STRAIN, THOUGH--BOTH PHYSICALLY AND MENTALLY--THAT'S WHY HE DOESN'T USE IT VERY OFTEN.

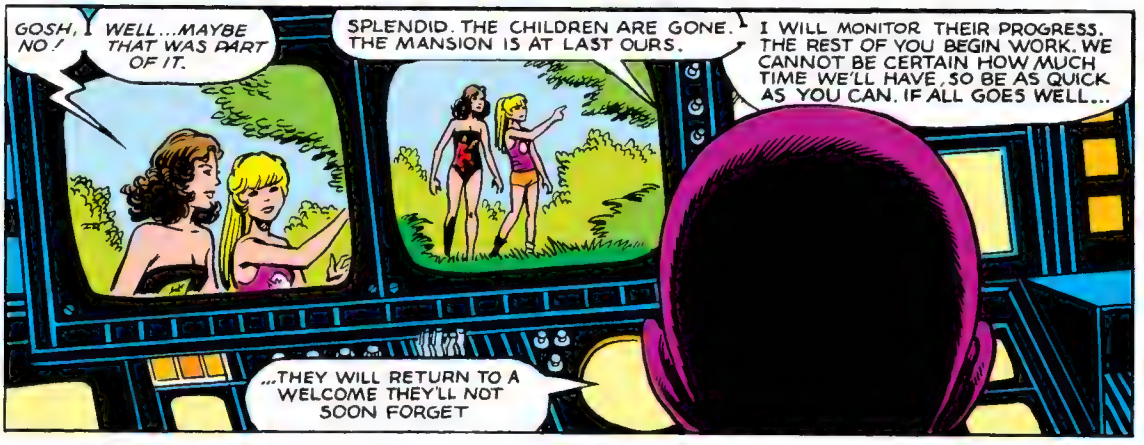

THIS IS ORORO'S SPACE. SHE WAS SUPPOSED TO GET A ROOM SUITE, LIKE EVERYONE ELSE, BUT SHE ASKED FOR THE ATTIC INSTEAD-- SHE DID MOST OF THE RENOVATION HERSELF, TOO.
I LIKE COMING UP HERE-- I TAKE CARE OF THE PLANTS WHEN ORORO'S AWAY!
HI GUYS-- HOW YA DOIN'?
SHE TALKS TO 'EM, SO DO I. SHE SAYS THEY ANSWER HER. MAYBE THEY ANSWER ME, I DUNNO. I WISH I COULD HEAR THEM-- IT MUST BE NEAT.
IT'S AWFULLY SERENE HERE. I FEEL... SAFE, PROTECTED-- LOVED.
I KNOW. I LIVE THERE, REMEMBER.
KITTY, WHAT ARE THOSE?
MY ROOM, ON THE OTHER HAND, IS CHAOS PERSONIFIED.
MEMENTOS. WHEN ORORO WAS YOUNGER'N US, SHE WALKED FROM CAIRO TO THE SERENGATI PLAIN-- 2000 MILES, OVER SOME OF THE HARSHEST TERRAIN ON EARTH! SHE WAS ONLY JUST DISCOVERING HER POWERS BACK THEN, SHE HADN'T YET LEARNED SHE COULD FLY.
SHE DOESN'T TALK MUCH ABOUT THAT TREK. I... I THINK SHE MAY HAVE KILLED SOMEONE. I ALSO THINK SHE FELL IN LOVE.
I HOPE NOT WITH THE SAME MAN.
IN THIS WING, WE HAVE TWO FLOORS, THREE SUITES PER FLOOR-- WITH GUEST ROOMS IN THE MAIN WING. I DON'T KNOW THE LAYOUT FOR THE NEW STUDENTS' WING--THE PROFESSOR'S STILL SORTING THAT OUT. IT'LL DEPEND ON THE NUMBER OF KIDS THAT ARRIVE.
THIS ROOM'S EMPTY.
IT BELONGED TO JEAN GREY. SHE AND SCOTT WERE IN LOVE. SHE DIED NOT LONG BEFORE I JOINED THE X-MEN.
I ONLY MET HER ONCE. SHE SAVED MY LIFE. I WISH I'D KNOWN HER BETTER.
SCOTT'S ROOM IS RIGHT NEXT DOOR.

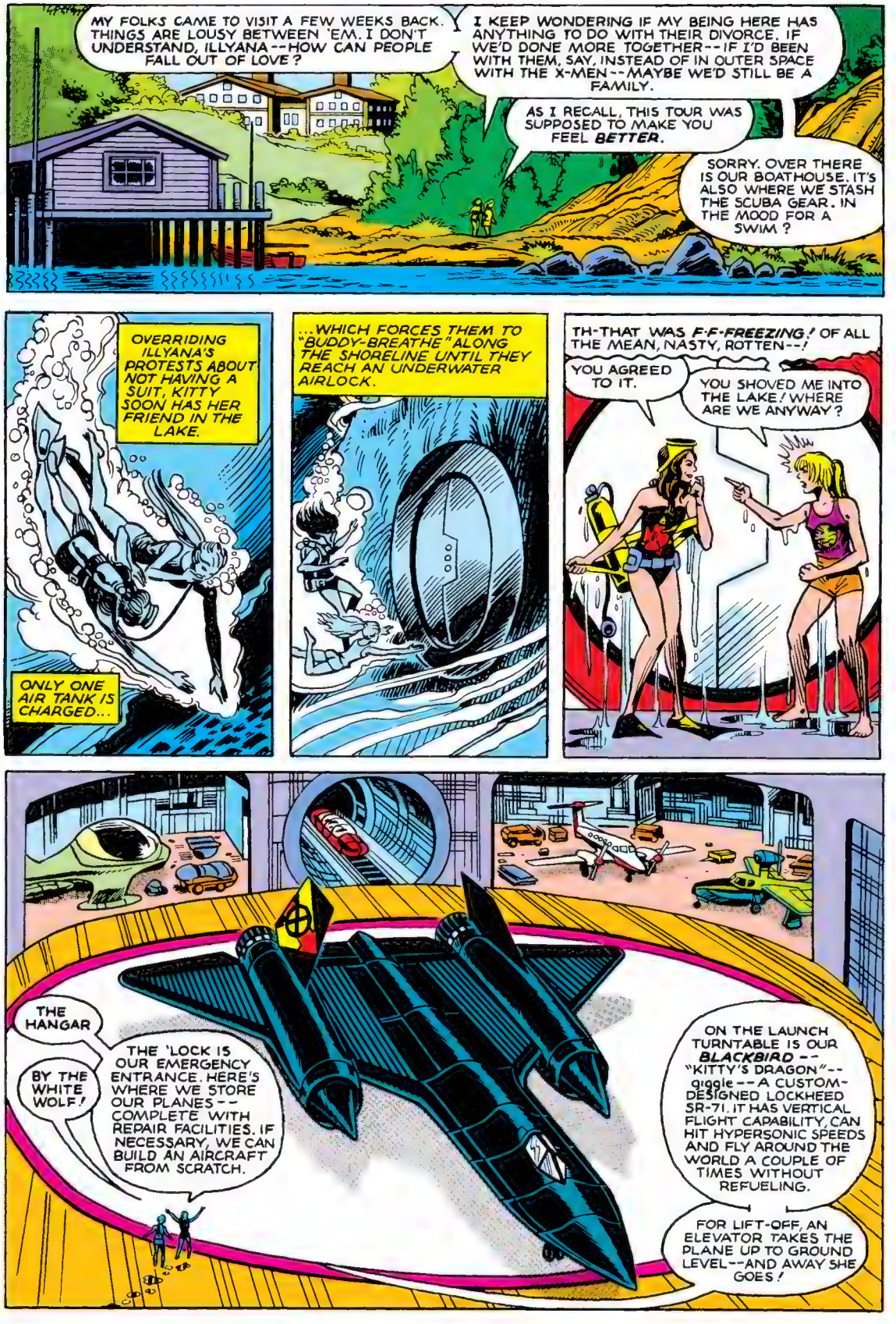

THIS IS WOLVERINE'S RIGHT?
Uh-huh. IT'S HARD TO PICTURE HIM IN SUCH ELEGANT SURROUNDINGS--'TIL YOU STEP ON A BEER CAN. WE KNOW SO LITTLE ABOUT HIM, REALLY, AND EACH NEW THING WE LEARN IS A SURPRISE.
I REMEMBER WHEN WE FIRST MET. NIGHTCRAWLER SPOOKED ME--IT TOOK ME FOREVER TO GET USED TO HIS APPEARANCE--BUT WOLVIE WAS PLAIN OUT-AND-OUT SCARY.
HUSTLER
HI, TERRY! ILLYANA, MEET COLONEL PTERYDACTYLEE. KURT LOVES COMIC STRIPS, Y'SEE, AND REALLY GROSS PUNS. PTERY'S A SOUVENIR FROM AN X-MEN MISSION TO THE SAVAGE LAND--THAT WEIRD AREA IN ANTARCTICA WHERE DINOSAURS STILL EXIST.
CUTE, HUH?
CAPTAIN BLOOD
NEXT TO ORORO'S, I LIKE KURT'S ROOM BEST. HE LETS ME PLAY ON HIS JUNGLE GYM.
IF THAT'S AS BIG AS HE GETS.
NO FOOLIN'! SPEAKING OF BIG--THIS ROOM YOU ALREADY KNOW.
MY BROTHER, PETER'S.
THAT'S A LOVELY PAINTING.
WILSON
YEAH. HE HAS THE SOUL OF A POET, BUT HE DOESN'T BELIEVE HE HAS THE SKILLS--THE GIFTS--TO PROPERLY EXPRESS HIS FEELINGS. HE'S WRONG.

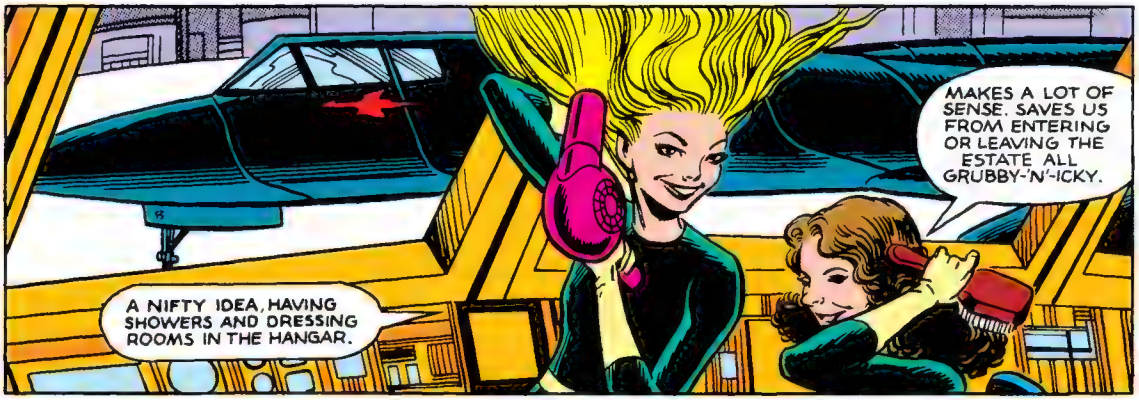

EMPIRE
ARE YOU TWO-- OH, DARN, WHAT'S THE PHRASE... GOT IT --
AN ITEM?
I SHOULD, CONSIDERING IT'S MINE.
GIMME A BREAK--HE'S NINETEEN!
YOU'RE FOURTEEN, SO WHAT?
DON'T CHANGE THE SUBJECT.
LIKE THE SWIMSUIT?

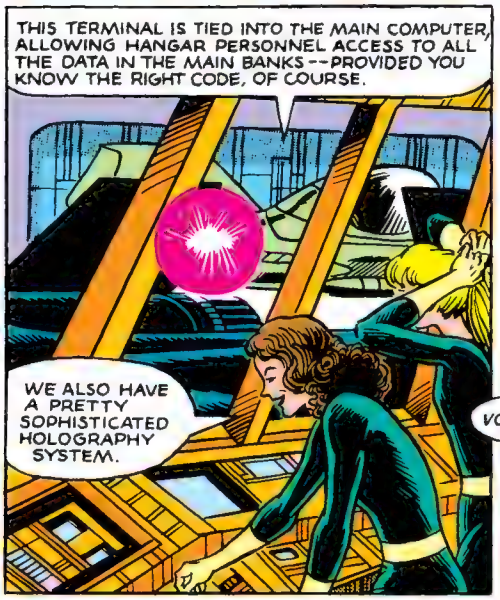

DON'T ASK QUESTIONS I CAN'T ANSWER.
JULIET WAS YOUNGER THAN YOU WHEN SHE MET ROMEO.
AND LOOK WHAT HAPPENED TO HER.
WHY ARE YOU SO SCARED?
BECAUSE... WHEN I SEE PETER, I MELT INSIDE. ALL THE THINGS I'VE READ --AND GIGGLED AT-- IN BOOKS ARE SUDDENLY, PAINFULLY REAL.

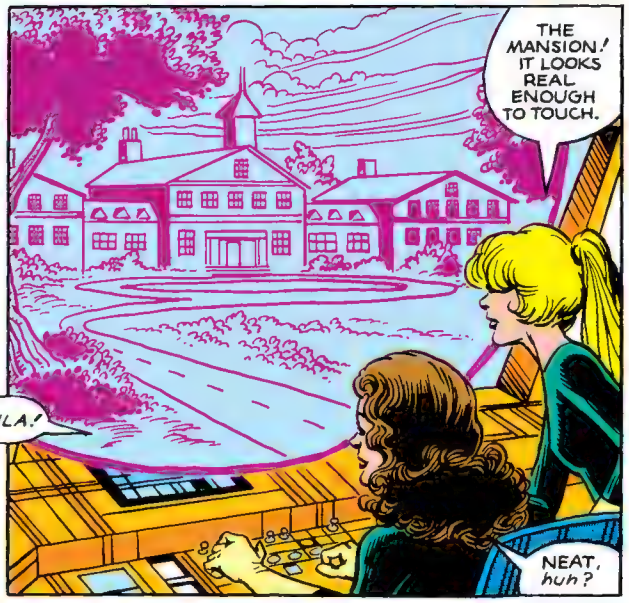

IT'S LIKE RIDING THE CREST OF A TIDAL WAVE--IN CONTROL BUT BEING SWEPT ALONG, POISED ON THE EDGE OF OBLIVION.
IT'S CALLED BEING IN LOVE, DUMMY.
SAYS YOU.
LESSEE, WHERE WERE WE--WHERE ARE WE-- OH! OKAY. BEHOLD THE BACK YARD. THE OLYMPIC POOL AND WINTER ICE RINK. AND DOWN THROUGH THE TREES, THE LAKE.
WAS PETER THE REASON YOU WERE TRYING TO BASH YOUR BRAINS OUT ON THE PARALLEL BARS?

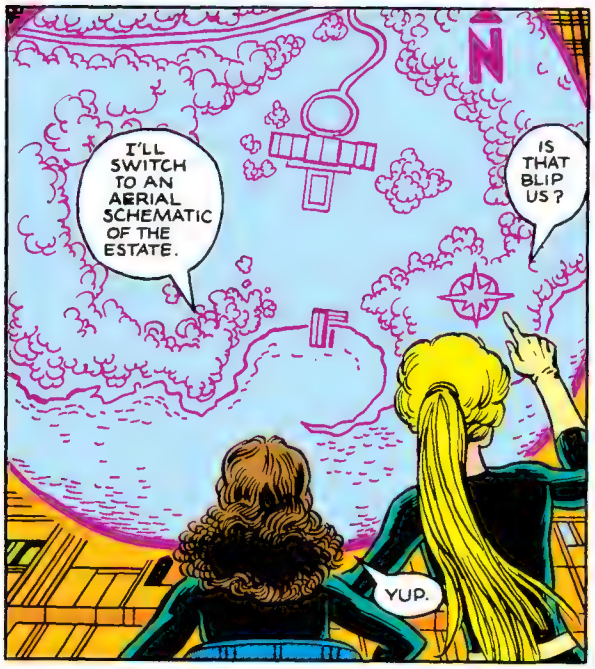

GOSH, NO!
WELL... MAYBE THAT WAS PART OF IT.
SPLENDID. THE CHILDREN ARE GONE. THE MANSION IS AT LAST OURS.
I WILL MONITOR THEIR PROGRESS. THE REST OF YOU BEGIN WORK. WE CANNOT BE CERTAIN HOW MUCH TIME WE'LL HAVE, SO BE AS QUICK AS YOU CAN. IF ALL GOES WELL...
...THEY WILL RETURN TO A WELCOME THEY'LL NOT SOON FORGET

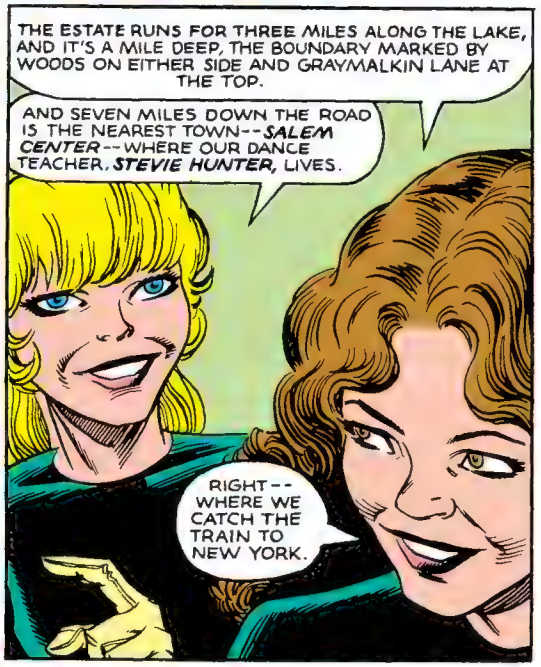

MY FOLKS CAME TO VISIT A FEW WEEKS BACK. THINGS ARE LOUSY BETWEEN 'EM. I DON'T UNDERSTAND, ILLYANA--HOW CAN PEOPLE FALL OUT OF LOVE?
I KEEP WONDERING IF MY BEING HERE HAS ANYTHING TO DO WITH THEIR DIVORCE. IF WE'D DONE MORE TOGETHER--IF I'D BEEN WITH THEM, SAY, INSTEAD OF IN OUTER SPACE WITH THE X-MEN--MAYBE WE'D STILL BE A FAMILY.
AS I RECALL, THIS TOUR WAS SUPPOSED TO MAKE YOU FEEL BETTER.
SORRY. OVER THERE IS OUR BOATHOUSE. IT'S ALSO WHERE WE STASH THE SCUBA GEAR. IN THE MOOD FOR A SWIM?
OVERRIDING ILLYANA'S PROTESTS ABOUT NOT HAVING A SUIT, KITTY SOON HAS HER FRIEND IN THE LAKE.
ONLY ONE AIR TANK IS CHARGED...
...WHICH FORCES THEM TO "BUDDY-BREATHE" ALONG THE SHORELINE UNTIL THEY REACH AN UNDERWATER AIRLOCK.
TH-THAT WAS F-F-FREEZING! OF ALL THE MEAN, NASTY, ROTTEN--!
YOU AGREED TO IT.
YOU SHOVED ME INTO THE LAKE! WHERE ARE WE ANYWAY?
THE HANGAR
BY THE WHITE WOLF!
THE 'LOCK IS OUR EMERGENCY ENTRANCE. HERE'S WHERE WE STORE OUR PLANES--COMPLETE WITH REPAIR FACILITIES. IF NECESSARY, WE CAN BUILD AN AIRCRAFT FROM SCRATCH.
ON THE LAUNCH TURNTABLE IS OUR BLACKBIRD--"KITTY'S DRAGON"--giggle--A CUSTOM-DESIGNED LOCKHEED SR-71. IT HAS VERTICAL FLIGHT CAPABILITY, CAN HIT HYPERSONIC SPEEDS AND FLY AROUND THE WORLD A COUPLE OF TIMES WITHOUT REFUELING.
FOR LIFT-OFF, AN ELEVATOR TAKES THE PLANE UP TO GROUND LEVEL--AND AWAY SHE GOES!

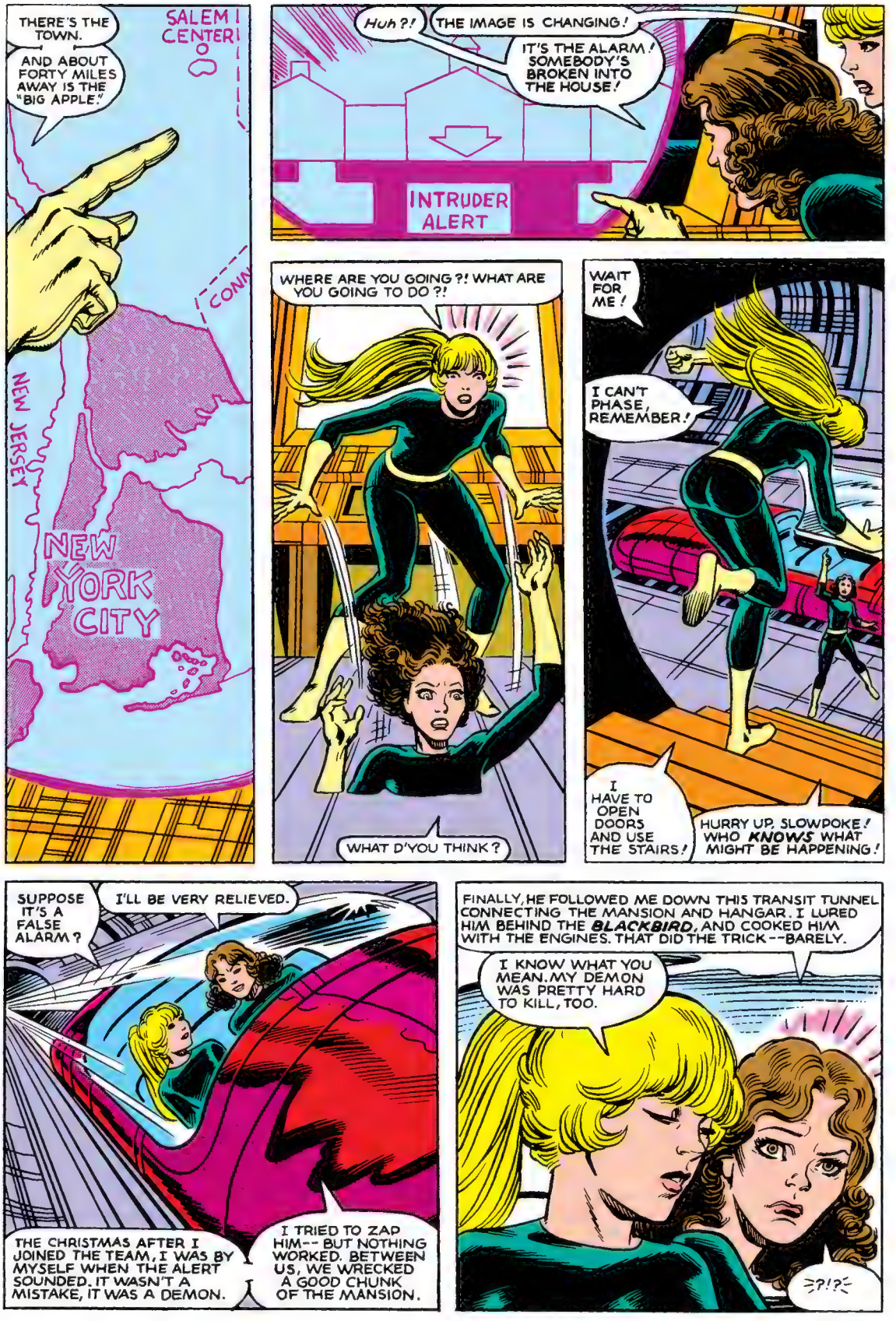

A NIFTY IDEA, HAVING SHOWERS AND DRESSING ROOMS IN THE HANGAR.
MAKES A LOT OF SENSE. SAVES US FROM ENTERING OR LEAVING THE ESTATE ALL GRUBBY-'N'-ICKY.

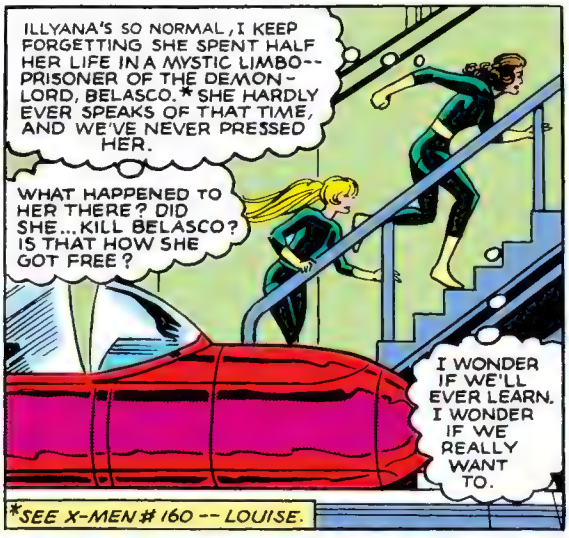

THIS TERMINAL IS TIED INTO THE MAIN COMPUTER, ALLOWING HANGAR PERSONNEL ACCESS TO ALL THE DATA IN THE MAIN BANKS--PROVIDED YOU KNOW THE RIGHT CODE, OF COURSE.
WE ALSO HAVE A PRETTY SOPHISTICATED HOLOGRAPHY SYSTEM.

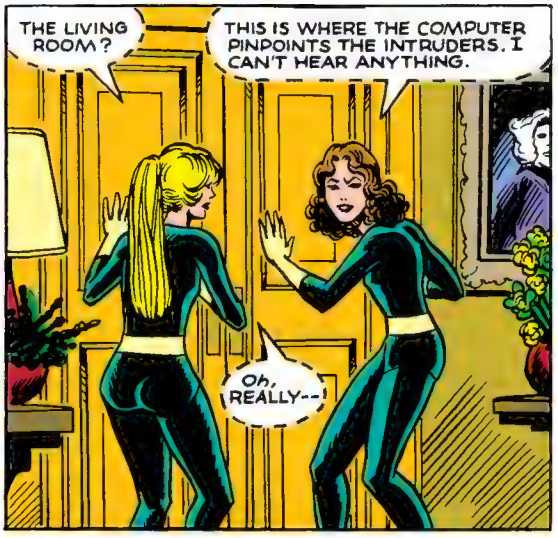

THE MANSION! IT LOOKS REAL ENOUGH TO TOUCH.
VOILA!
NEAT, huh?


N
I'LL SWITCH TO AN AERIAL SCHEMATIC OF THE ESTATE.
IS THAT BLIP US?
YUP.


THE ESTATE RUNS FOR THREE MILES ALONG THE LAKE, AND IT'S A MILE DEEP, THE BOUNDARY MARKED BY WOODS ON EITHER SIDE AND GRAYMALKIN LANE AT THE TOP.
AND SEVEN MILES DOWN THE ROAD IS THE NEAREST TOWN--SALEM CENTER--WHERE OUR DANCE TEACHER, STEVIE HUNTER, LIVES.
RIGHT--WHERE WE CATCH THE TRAIN TO NEW YORK.

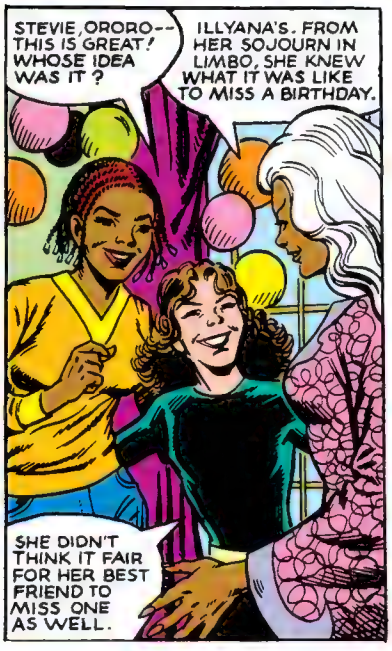

THERE'S THE TOWN.
AND ABOUT FORTY MILES AWAY IS THE "BIG APPLE."
SALEM CENTER
CONN
NEW JERSEY
NEW YORK CITY
Huh?!
THE IMAGE IS CHANGING!
IT'S THE ALARM! SOMEBODY'S BROKEN INTO THE HOUSE!
INTRUDER ALERT
WHERE ARE YOU GOING?! WHAT ARE YOU GOING TO DO?!
WHAT D'YOU THINK?
WAIT FOR ME!
I CAN'T PHASE, REMEMBER!
I HAVE TO OPEN DOORS AND USE THE STAIRS!
HURRY UP, SLOWPOKE! WHO KNOWS WHAT MIGHT BE HAPPENING!
SUPPOSE IT'S A FALSE ALARM?
I'LL BE VERY RELIEVED.
THE CHRISTMAS AFTER I JOINED THE TEAM, I WAS BY MYSELF WHEN THE ALERT SOUNDED. IT WASN'T A MISTAKE, IT WAS A DEMON.
I TRIED TO ZAP HIM-- BUT NOTHING WORKED. BETWEEN US, WE WRECKED A GOOD CHUNK OF THE MANSION.
FINALLY, HE FOLLOWED ME DOWN THIS TRANSIT TUNNEL CONNECTING THE MANSION AND HANGAR. I LURED HIM BEHIND THE BLACKBIRD, AND COOKED HIM WITH THE ENGINES. THAT DID THE TRICK--BARELY.
I KNOW WHAT YOU MEAN. MY DEMON WAS PRETTY HARD TO KILL, TOO.
=?!?=


ILLYANA'S SO NORMAL, I KEEP FORGETTING SHE SPENT HALF HER LIFE IN A MYSTIC LIMBO-- PRISONER OF THE DEMON-LORD, BELASCO.* SHE HARDLY EVER SPEAKS OF THAT TIME, AND WE'VE NEVER PRESSED HER.
WHAT HAPPENED TO HER THERE? DID SHE...KILL BELASCO? IS THAT HOW SHE GOT FREE?
I WONDER IF WE'LL EVER LEARN. I WONDER IF WE REALLY WANT TO.
*SEE X-MEN # 160 -- LOUISE.

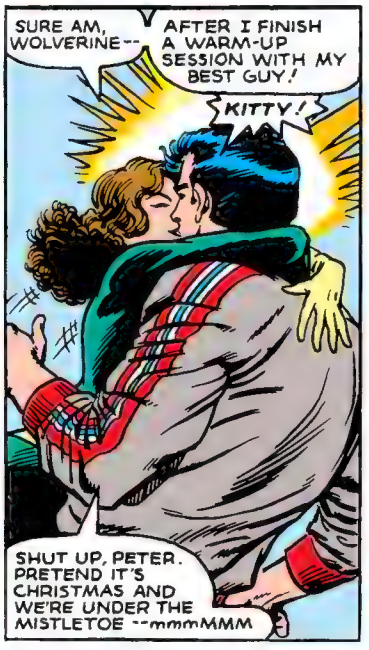

THE LIVING ROOM?
THIS IS WHERE THE COMPUTER PINPOINTS THE INTRUDERS. I CAN'T HEAR ANYTHING.
Oh, REALLY--!

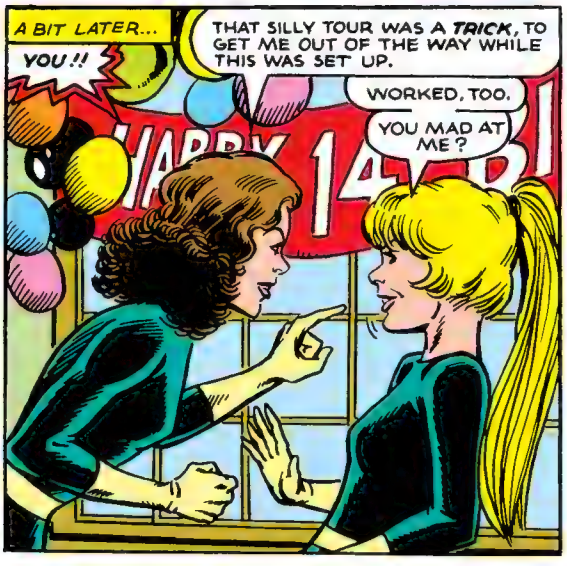
HEYYY!!
THEN MAYBE YOU SHOULD TAKE A LOOK!
SURPRISE!
wow.

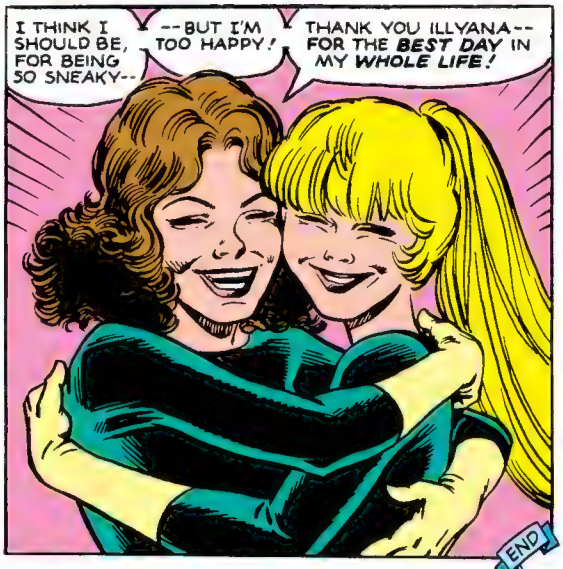
HAPPY BIRTHDAY, KITTEN!
WOW!
CHOCOLATE CAKE-- MY FAVORITE!


STEVIE, ORORO-- THIS IS GREAT! WHOSE IDEA WAS IT ?
ILLYANA'S. FROM HER SOJOURN IN LIMBO, SHE KNEW WHAT IT WAS LIKE TO MISS A BIRTHDAY.
SHE DIDN'T THINK IT FAIR FOR HER BEST FRIEND TO MISS ONE AS WELL.

THE SURPRISE PART, THOUGH, WAS LOGAN'S AND MY SUGGESTION, kaczchen.
WELL, NIGHTCRAWLER, MY FUZZY-ELF, IT WORKED!
GONNA GIVE US A KISS, THEN, DARLIN'?


SURE AM, WOLVERINE--
AFTER I FINISH A WARM-UP SESSION WITH MY BEST GUY!
KITTY!
SHUT UP, PETER. PRETEND IT'S CHRISTMAS AND WE'RE UNDER THE MISTLETOE --mmmMMM


A BIT LATER...
YOU!!
THAT SILLY TOUR WAS A TRICK, TO GET ME OUT OF THE WAY WHILE THIS WAS SET UP.
WORKED, TOO.
YOU MAD AT ME ?


I THINK I SHOULD BE, FOR BEING SO SNEAKY--
--BUT I'M TOO HAPPY!
THANK YOU ILLYANA-- FOR THE BEST DAY IN MY WHOLE LIFE!
END

The margins of *The Uncanny X-Men* #162's print film yield coloring directions and humorous notes between penciler Dave Cockrum and inker Bob Wiacek. See Dave's comment on penciling a certain hairy hero in the bottom-left corner of page 4 below.

CHEMICAL COLOR PLATE CORP
SADDLE
5
X-MEN
162
5
4
DREAM... THAT WAS A DREAM-- PLEASE... LET IT BE A DREAM...
BROOD HUNTERS-- THEY'VE FOUND ME!
FOOL, DID YOU REALLY THINK THAT WE WOULD NOT?!
YOU ARE ONE OF US, WOLVERINE. NO ONE CAN HELP YOU...
... AND NOTHING SAVE YOU!
THEIR BLASTERS ARE SET FOR STUN. I CAUGHT A SHOT NOT LONG AGO.
I'D RATHER BE DEAD.
THE UNDERGROWTH WORKS IN MY FAVOR. IT SLOWS THE HUNTERS DOWN, CRIPPLES THEIR MANEUVERABILITY.
BUT THIS IS THEIR TURF.
THEY KNOW IT-- I DON'T.
TO ME, MY BROTHERS! I HAVE HIM!
HATE TO TELL YA, BUB, BUT THOSE COME UNDER THE HEADING--
--OF FAMOUS LAST WORDS!
THE SLEAZOIDS-- THE BROOD-- ARE FAST AN' STRONG, AS AGILE ON THE GROUND AS IN THE AIR.
THEIR SKIN IS VIRTUAL ARMOR PLATE, THEIR TEETH ARE RAZOR-SHARP, AN' THEIR TAIL STINGERS ARE LOADED WITH VENOM. KILLIN' COMES NATURAL TO 'EM, AN' THEY'VE REFINED IT TO AN ART. NO DEADLIER BEINGS EXIST IN THE UNIVERSE...
INKS: THE HELL WITH PENCILING THIS SQUIRM HAIR ALL OVER
4

The Uncanny X-Men #162, page 20 original art
by Dave Cockrum & Bob Wiacek

Courtesy Heritage Auctions

The Uncanny X-Men #163, page 5 original art
by Dave Cockrum & Bob Wiacek

X-MEN
163
7
"I HEAR A MOAN...
"CAROL.
"WE GO BACK A WAYS, SHE AN' I--WE WORKED TOGETHER A LOT WHEN SHE WAS A PART OF U.S. AIR FORCE INTELLIGENCE--SHE'S A FRIEND.
"WHEN THE RUSSIAN KGB CAPTURED HER, I WAS ONE O' THE TEAM THAT DISOBEYED ORDERS AN' PULLED HER OUT.
"SHE WAS A LOVELY LADY--SKIN AN' SOUL.
NOW SHE'S BARELY RECOGNIZABLE AS A HUMAN BEING.
"HER FEATURES FLOW LIKE HOT WAX SHAPED BY SOME SICKO SCULPTOR'S HANDS, SHIFTING WITHOUT RHYME OR REASON. OBVIOUSLY, THE SLEAZOID GIZMO IS RESPONSIBLE.
"PROBLEM IS, HOW TO SHUT THE SUCKER DOWN.
SHOULD I EVEN TRY? THERE'S NO GUARANTEE SHE'LL REVERT TO HUMAN. MAYBE IT'D BE BETTER TO PUT HER OUT OF HER MISERY. FIRST, CAROL...
...THEN THE X-MEN.
"I CAN'T MAKE HEAD NOR TAIL OUT OF THE CONTROLS, SO I DECIDE TO LEAVE WELL ENOUGH ALONE--FIDDLIN'LL ONLY MAKE THINGS WORSE.
"INSTEAD, I CROSS MY FINGERS...
"...AN' WRECK EVERYTHING IN SIGHT. SIMPLE. EFFECTIVE. LIKE ME.
"I'M LUCKIER THAN I DESERVE.
"I HOPE CAROL FEELS THE SAME.
DAVE COCKRUM

Courtesy Heritage Auctions

The Uncanny X-Men #166, page 6 original art
by Paul Smith & Bob Wiacek

THE X-MEN
166
8
GOING MY WAY?
HUH?!?
STORM!?!
THIS IS WONDERFUL! IT'S CRAZY! IT'S IMPOSSIBLE!
I THOUGHT I'D NEVER SEE YOU AGAIN-- THAT YOU'D EITHER BE DEAD OR TRANSFORMED INTO A YOUNG QUEEN OF THE BROOD.
IN A SENSE, CAROL, I SUFFERED BOTH FATES. AND NEITHER.
EXPLAIN YOURSELF. YOU'RE NO TELEPATH, YET I HEAR YOUR PROJECTED THOUGHTS. AND HOW CAN YOU SURVIVE, UNPROTECTED, WITHOUT A PRESSURE SUIT, IN DEEP SPACE?
I AM NOT QUITE THE WOMAN YOU KNEW.
AND NOT ALL MY CHANGES HAVE BEEN PLEASANT.
THIS IS AN ASTRAL FORM. MY BODY IS... NEARBY.
THE X-MEN ARE WITH ME. WE NEED YOUR HELP, CAROL-- WILL YOU JOIN US?
I STAND BY MY FRIENDS, ORORO.
I HOPED YOU WOULD.
BEHOLD OUR DESTINATION! IS HE NOT MAGNIFICENT? YET DESPITE HIS VAST SIZE AND POWER, HE IS STILL NO MORE THAN AN INFANT, AS VULNERABLE AND FRAGILE AS ANY NEWBORN HUMAN CHILD.
I JUST MET AN ADULT OF THE SPECIES ON MADRIZAR. I... KILLED HER, ORORO.
I HEARD HER DEATHSONG. HAD YOU NOT, CAROL, I WOULD HAVE--TO SPARE HER FROM BECOMING ONE OF THE BROOD'S LIVING STARSHIPS.
Uh, STORM-- IS THIS PART OF THE TRIP REALLY NECESSARY?
TRUST ME, CAROL. I WON'T BITE.

Courtesy Heritage Auctions

The Uncanny X-Men #167, page 15 original art
by Paul Smith & Bob Wiacek

THE X-MEN
10/167
19
LATER, ABOARD THE STARJAMMER, IN EARTH ORBIT...
THE PROFESSOR'S BEEN UNDER SIKORSKY'S MEDISCANNERS AN AWFULLY LONG TIME. I WISH THERE WAS SOME NEWS.
BE PATIENT, SCOTT. IT'LL COME.
AM I CHASING RAINBOWS, DAD?
DOES THAT MAKE A DIFFERENCE?
NOT REALLY.
SIKORSKY! Dr. MacTAGGERT! IS IT OVER?
OVER-- HAH! BEGUN, CYCLOPS, WE BARELY HAVE.
THEY CANNA REVERSE THE METAMORPHOSIS, BUT SIKORSKY THINKS HE CAN TAKE THE TISSUE SAMPLES COLLECTED FROM CHARLES WHEN HE WAS LAST ABOARD, AN' CLONE HIM A NEW BODY. THEN, WE TRANSPLANT HIS MIND FROM ONE TO T' OTHER.
IS SUCH A THING POSSIBLE?
LONGSHOT, IS. CHOICE, THERE IS NONE. PERMISSION GIVEN, PROCEDURE BEGUN HAS.
NEARBY, IN ANOTHER WARD OF THE SHIP'S MEDICAL BAY...
BEHOLD, ILLYANA-- OUR SLEEPING BEAUTY AT LAST AWAKES.
HOW'RE YOU DOING, KITTY? MY BIG BROTHER N' I WERE BEGINNING TO WONDER IF YOU WERE GOING TO STAY IN DREAMLAND FOREVER.
PETER!
ILLYANA!!
Oh, GOSH, YOU'RE ALL RIGHT! I'M ALL RIGHT. THIS IS GREAT!
I SHARED THIS VIGIL TOO, KITTEN. YET YOUR THOUGHTS ARE OF YOUR BEST FRIEND AND THE MAN YOU BELIEVE YOU LOVE... WHERE ONCE THEY WOULD HAVE BEEN OF ME.
IT IS ONLY NATURAL. CHANGE IS AN ESSENTIAL PART OF NATURE, AND THIS, ONE I HAVE LONG EXPECTED. BUT NOW THAT IT HAS ACTUALLY HAPPENED...
...WHY DO I FEEL SO ALONE?

Courtesy Heritage Auctions

BIOGRAPHIES

CHRIS CLAREMONT

It is hard to remember a time when the word "mutant" didn't correspond with the largest and most ardently followed franchise in comics, but in the mid-'70s, the "All-New, All-Different" *X-Men* were naught but a forgotten team of misfits with a small audience of holdovers from the book's first era. Chris Claremont took this formerly failed property and turned it into the kind of book for which the fan appetite could not easily be sated, thereby creating a milestone event in comics history that still holds sway decades later.

Chris began his career in comics in the early '70s writing issues of *Avengers, Daredevil*, and *Incredible Hulk*, while also delivering several text stories to the black-and-white Marvel monster and kung fu mags. His first regular writing gig was *War Is Hell*, a "weird war" title that came to a close just as his run on *X-Men* and *Iron Fist* began. *Iron Fist*, which rolled out in the pages of *Marvel Premiere* before getting its own title, was done in concert with artist John Byrne, forming a key partnership that would pay big dividends a few years later. Other high-profile projects from Chris' first full decade in comics included *Marvel Preview: Starlord, Ms. Marvel*, a substantive run on *Marvel Team-Up* (again with Byrne), and *John Carter: Warlord of Mars*.

But it was in the pages of *X-Men* where Chris would gain his own personal fame and, at the same time, change comics history. In tandem with artists Dave Cockrum and John Byrne, Chris helped create a cornerstone franchise for Marvel—one which couldn't have been more different in style and tone than the other superstar phenom in their stable, Spider-Man. After writer Len Wein launched the newly updated series in 1975 with the seminal *Giant-Size X-Men #1*, Chris was tasked with guiding the new adventures of the mutant misfits, and he did so by crafting layered stories that balanced crisp, felt dialogue with high-octane action. Chris placed a premium on characterization, which was a lofty goal in a team book with many players, but he did so deftly enough to spin a wide-ranging tapestry of characters, each of whom became fan favorites.

Leading breathless fans down the path of several timeless tales ("The Dark Phoenix Saga," "Days of Future Past," and *God Loves, Man Kills* to name a few), he helped build such an intense loyalty that it only made sense to spin-off the X-Men's success into new books. The first such spin-off was *New Mutants,* in which Chris brought in some new blood to Xavier's school with a raft of new characters. Later in the decade, Chris and Alan Davis co-created *Excalibur,* another spin-off team of mutants, and established a regular series for Wolverine with John Buscema.

In 1990, he launched a new sister title for the main team of mutants with Jim Lee; *X-Men #1* premiered to numbers that made it the highest-selling comic ever. After a long break from the company, Chris returned to Marvel in 2000, writing the novelization of Bryan Singer's X-Men film and taking on the Fantastic Four monthly. He is still active today, writing *Excalibur* and *Exiles* and worthy of his standing as proud papa of the X-Universe.

DAVE COCKRUM

The late Dave Cockrum's legacy as an artist with a vibrant and creative handle on character design is best shown in his indelible influence on the casts of *Legion of Super-Heroes* and *Uncanny X-Men*. Born an Air Force brat in Pendleton, Oregon, Dave Cockrum moved around from town to town in the early years of his life. Perhaps a stable home life wasn't in the cards for young Dave, but comics were a consistent preoccupation for the lad. Proven by his earliest writing in comics: A fan letter to Stan Lee printed in *Fantastic Four #36!*

His first *real* job in the comics business was for Warren Publishing, then purveyors of such black-and-white magazine fare as *Vampirella*, which enabled him to prove adept enough to be hired on as a background inker for the legendary Murphy Anderson. This position was key for him, as he not only learned the ropes of comic art with one of its hardest workers, it put him in an advantageous position to lobby for the job of artist on *Legion of Super-Heroes*, a strip that backed up the monthly tales of *Superboy*. Cockrum on the *Legion* was a defining time for both the book and its artist: It allowed Dave to blossom behind the boards of a super hero adventure strip with a large and varied cast, and his style helped reinvigorate the teen-age super heroes with a vibrancy replete with flashy costumes and cool-looking characters.

A dispute with DC Comics over the maintenance of original artwork led him to leave the company and his beloved Legion and head over to Marvel. His standing on *Legion* was put to good use on the revival of the X-Men in *Giant-Size X-Men #1*. Working with writer Len Wein, this double-sized extravaganza was an attempt to bring back Marvel's mutants from obscurity. After the Giant-Size issue, a regular series featuring the writing of Chris Claremont and Cockrum's able pencil art began appearing at bi-monthly intervals. An enthusiastic fanbase remained for this band of misunderstood heroes, but nobody could have imagined the response to Claremont and Cockrum's overhaul of the mutant ethos.

By keying the revival of the X-Men to the debut of several new, exotic mutants, Cockrum and Claremont were able to tap into an excitement that would slowly build over the next few years. Cockrum's inventive designs included the stunningly beautiful goddess, Storm; the Russian dynamo Colossus; the raw power of Thunderbird; and Nightcrawler, a character that was actually a holdover from his sketchbook of unused Legion designs. Together with the portrayal of the Phoenix, Jean Grey's new identity, Cockrum's work had a flash that made sure X-Men's new direction would be an eye-grabber.

After handing the book over to Byrne with issue #108, Cockrum worked on his own concepts with *The Futurians*, first published in Marvel Graphic Novel, and then as a regular series for Lodestone. A return to *The Uncanny X-Men* was in the cards during the '80s, and after that, Cockrum lent his imagination to many projects for indie companies like Valiant and Claypool. Sadly, Cockrum passed away in 2006 from complications due to diabetes.

PAUL SMITH

Artist Paul Smith's fine, nuanced illustration on *Uncanny X-Men* offered a memorable contrast between extended runs by Dave Cockrum and John Romita Jr. A product of Ralph Bakshi's animation studio, Paul took his talents to comics in the early '80s. His first work at Marvel included pin-up, fill-in and backup story art, but within a year of his arrival at the House of Ideas he had lined up an impressive gig following up Cockrum's second stint on the title. He stayed on *Uncanny* for a year, eventually passing the baton to John Romita Jr., but his run on comics' most popular title made a lasting impact on X-Men fans. He quickly followed that up with an equally stunning run with Roger Stern on *Doctor Strange*, where his art showcased his fondness for Steve Ditko's unearthly take on the Sorcerer Supreme. In 1985, Paul returned to the X-Men with the *X-Men/Alpha Flight* mini-series and a short run on *X-Factor.* Though known primarily for his work at Marvel, Paul's credits also include *Nexus, American Flagg!,* and two collaborations with writer James Robinson on DC's *The Golden Age* and Image's Eisner-nominated *Leave It To Chance*. His recent credits include issues of *She-Hulk, X-Men: First Class* and a run on DC's *Spirit* revival.

BRENT ANDERSON

A fan of comics since his childhood, Brent Anderson has enjoyed a long career in comics publishing with his expressive, character-oriented linework. His first regular series, *Ka-Zar the Savage*, explored the Savage Land domain of Marvel's titular jungle denizen. It was a gig the twenty-five-year-old carried on for nearly two years, after turning down a recruiting bid from Chris Claremont to draw *Uncanny X-Men* following the departure of John Byrne. Despite that refusal, Brent nonetheless delivered a trio of fondly remembered X-Men stories as a guest artist: the Cyclops solo turn of *Uncanny X-Men* #144, the Fantastic Four team-up extravaganza of *X-Men Annual* #5, and the journey to Limbo to save Illyana Rasputin in *Uncanny* #160. Beyond those three tales, however, Anderson has a *bona fide* X-Men classic under his belt, arguably the most seminal X-Men tale of all: *God Loves, Man Kills*. One of Marvel's evergreen stories, the themes of which continue to resonate today in X-Men comics and films, *God Loves, Man Kills* confronted the core of fear and prejudice at the heart of the X-Men metaphor with a striking humanity. Other highlights of the decade for Brent include *Power Pack*, the cult favorite *Strikeforce: Morituri* and his creator-owned foray with writer Bruce Jones, *Somerset Holmes*, published by Pacific Comics. In the '90s, Anderson collaborated with writer Kurt Busiek on the rich universe of *Astro City*, a groundbreaking series that won several awards including multiple Eisner and Harvey Awards.

BILL SIENKIEWICZ

Multi-media talent, and one of comic arts' most innovative stylists, Bill Sienkiewicz achieved fame during the '80s as a penciler, inker and writer who fearlessly pushed creative boundaries. His first professional credit was for Marvel drawing Doug Moench's Moon Knight in the pages of the black-and-white magazine *Hulk*, where his moody, Neal Adams-influenced pencils were a perfect fit for the "dark-of-night" costumed crime-fighter. After introducing himself to Marvel's core comic readership with cover illustrations for *Spider-Woman* and interior pencil breakdowns in *Fantastic Four*, Bill reunited with Moench to launch the first monthly *Moon Knight* title. As the series evolved over the next three years, so too did Bill's art, resulting in psychological and expressive style that redefined the possibilities for super-hero comics. This came to its popular zenith with *New Mutants*, where Bill took over a title with a straightforward design aesthetic and turned it on its head with his enigmatic figurework and often mind-bending layouts. He was rewarded with critical and fan acclaim and enjoyed a two-year run as the title's main artist. His career now white-hot, he brought his talent as a painter to bear on Frank Miller's *Daredevil: Love and War* graphic novel and the Eisner nominated six-issue mini-series *Elektra: Assassin*. He also wrote and illustrated the psychological thriller *Stray Toasters* for Marvel's Epic imprint and collaborated with Alan Moore on *Brought to Light* and *Big Numbers*. These achievements trademarked Sienkiewicz's frenetically lush style of art and made him one of the most popular artists of the decade. The '90s saw Sienkiewicz take his artistry to other mediums, including film storyboards, album covers, magazine publishing, and collectible cards. His work on seminal biography, *Jimi Hendrix, Voodoo Child,* is perhaps his most stunning achievement to date. Of late, he has returned to the comic industry for various cover and interior art, including a pair of *Black Widow* mini-series and Neil Gaiman's *Sandman: Endless Nights.*

BOB WIACEK

One of the original Crusty Bunkers, the bullpen of inkers that teamed-up at Neal Adams and Dick Giordano's Continuity Studios in the '70s, Bob Wiacek has since enjoyed a long comics career as both an inker and penciler. After a brief time inking for DC, where he inked *Superboy & the Legion of Super-Heroes* behind Mike Grell, Bob moved over to Marvel and piled up credits on titles like *Uncanny X-Men, Power Pack, X-Factor, Star Wars* and *Man-Thing*. A seasoned pro, Bob taught students at Joe Kubert's School of Cartoon and Graphic Art during a period in the early '90s. His most recent credits include *Justice Society of America* and *Adventure Comics* at DC.

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

THE AMAZING SPIDER-MAN VOLS. 1-13
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-11
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-5
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-10
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOL. 1

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

PRINTED IN CHINA

MARVEL